VISIT…

THE THUNDER BELOW

An adventure for four 17th-level characters

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INTRODUCTION

"The Thunder Below" is a DUNGEONS & DRAGONS® adventure that can easily accommodate larger groups of PCs, and it can handle parties of 15th or 16th level or even 19th or 20th level, once a few adjustments are made. (See the "Scaling the Adventure" sidebar.) Lower level parties need more time to recover between adventures, while higher level or larger parties require less time but gain fewer experience points than would lower level characters.

This adventure is "world-neutral" and designed to be dropped into any campaign with little modification. Names of large cities, famous NPCs, and the like are kept generic so you can replace them as necessary. Names of deities are taken from the *Player's Handbook*, but you can substitute the names of equivalent deities from your own campaign. You should also adjust this scenario as you see fit to account for the heroes' past activities; make it seem a homegrown part of your campaign. Ideally, you can foreshadow the events of this adventure by having player characters travel to the village of Sarwin before it suffers the terrible doom at the start of this scenario, or you can even have them meet and interact with various members of the Sarwin family before things fall apart. Their return to Sarwin and Sarwin Castle can be much more dramatic with a little planning.

This adventure features several opportunities for the party to bite off more than it can chew. Most of the foes are long-time allies and they fight well together. To prevail, players should expect to have their characters make multiple attempts against their enemies and possibly whittle down their foes' defenses over the course of several attacks before swooping in for the final blow. Keep in mind, though, that a deadline is detailed later in the adventure under the Timeline section. In short, the players have approximately six days to stop Tiboquoboc the ghostly orc druid from raising the Thunder Below.

PREPARATION

Before you run "The Thunder Below," you should have a copy of the three core rulebooks (the *Player's Handbook*, the DUNGEON MASTER'S *Guide*, and the *Monster Manual*). This adventure also makes use of many monsters and prestige classes found in other Wizards of the Coast products, such as the *Monster Manual II*, the *Fiend Folio*, the *Manual of the Planes*, and *Masters of the Wild*. When material from these books is used, enough information is included in the text to allow you to run the encounter with ease, or suggestions on how to replace this material with information found in the core books is given. All material drawn from earlier sources has been updated to be fully compliant with the newest edition of the game.

You should note that this adventure introduces two minor artifacts (the *sky key* and a *book of infinite spells*) and two major artifacts (the *stasis scepter* and the *skytower portal*). These artifacts are quite powerful, and you should be familiar with the powers they grant to their users before running the adventure. Honorable PCs won't try to claim any of these artifacts for their own, although using them in the course of the adventure is certainly acceptable (and in some cases required for success). Once the adventure ends, the PCs should allow the artifacts to remain in the possession of the Sarwin family. Those who do not and try to claim them as their own do so at their own risk, for the spirits of Annah and Zebulahr Sarwin soon learn of the theft of their creations, as detailed in the section Concluding the Adventure.

ADVENTURE BACKGROUND

Although a small settlement, Sarwin is old and steeped in tradition. Founded nearly 600 years ago by the cohorts and adventuring companions of the newly wedded Annah and Zebulahr Sarwin, the village sprung up overnight. With their powerful magic and well-trained minions, the Sarwins easily repulsed the uncoordinated hordes of orcs and giants that assaulted the region after every spring thaw. Likewise, their presence quelled the frequent earthquakes that had plagued the region. Today, the orcs and giants are a distant memory, and the few earthquakes to strike the region have been minor and explained to the children of Sarwin as "underground thunder," or long-delayed echoes of ancient battles between the orcs and giants.

Since that time, the people of Sarwin have known peace and relative quiet (with the exception of those increasingly rare earthquakes). Although Annah and Zebulahr have long since passed away, their family line has remained strong and it has held the estate with efficiency and grace, much to the appreciation of the folk of Sarwin. Little do the villagers know the true nature behind the earthquakes or the source of the orcs' obsession with the region . . . that the Sarwin family has been keeping a terrifying secret from them for the past six centuries.

It was not by chance that Annah and Zebulahr chose this remote location to retire. In one of their final adventures, the Sarwins defeated a powerful cult of orcs that worshiped an ancient being known as Ubothar, the Thunder Below. The Sarwins knew that Ubothar was not a deity, but an immense creature of awesome power that had slumbered for eons deep beneath the site of the orc cult temple, and that the leader of these orcs, a powerful druid named Tiboquoboc, was close to finishing a complex ritual that would not only let him awaken the Thunder Below, but also allow him to control and direct its actions. Fortunately, the Sarwins defeated the orc cult

before this calamity took place. They destroyed the nearly completed artifact, but they could do nothing about the lingering threat of the Thunder Below.

So instead, they chose to become its jailers. They retired and built their castle over the slumbering beast's home. If left alone, they knew that Ubothar would sleep until the end of the world. They intended merely to prevent others from attempting to follow in Tiboquoboc's footsteps. They passed on this information to their children when they grew old enough, and eventually to their grandchildren, but impressed upon them the importance to keep the existence of Ubothar secret. If no one knew of the beast's existence, then no one could try to awaken it.

And so time passed. Annah and Zebulahr eventually passed away, and generations of Sarwins continued to dwell in the castle, providing for the village down in the valley below and helping to repel the armies of orcs that periodically tried to reclaim their ancestral homes. Eventually, the orcs forgot about Ubothar, only knowing that they once dwelt where the Sarwins dwell now. Therefore, the situation would have progressed for untold centuries more, except for the curiosity of one young wizard.

Arezi Sarwin was unusually smart, even as a child. By age nine, she had already mastered several wizard cantrips, and even the *sleep* spell. Unfortunately, with her gifted intellect came a strong sense of egoism and selfishness. As the youngest child in a family of seven children, her parents (already burdened with the responsibilities of protecting a large village from orcs and other monstrous invaders) had little time to devote to her. They noted her intelligence and called in the best tutors they could, but invariably, Arezi grew bored with their lessons and used her cantrips and *sleep* spell to wreak havoc with them. By age 12, she had humiliated and driven off enough tutors that her parents could no longer find anyone willing to take the job. Exasperated, they finally decided to let the precocious young girl "teach herself" by letting her have full access to the family libraries. For several years, this seemed to be the ideal solution.

If they had paid closer attention, Arezi's parents would likely have noticed the shift in Arezi's attitude. As it was, she was free to become increasingly bored and frustrated with life in the remote location. By the time she turned 15, Arezi had already read all the tomes in the castle libraries many times over and had spent many long hours exploring the surrounding countryside on her own. She wanted nothing more than to be away from her dull family, to study under a famous archmage in the capital city perhaps, or to go on grand adventures like her ancestors did.

On her 17th birthday Arezi discovered the secret door in the rooms below Castle Sarwin. Intrigued, she explored and quickly realized she had stumbled upon something big. She made her way through several ancient chambers, bypassing numerous deadly traps through a combination of sheer luck and the fact that some of them were keyed to allow a Sarwin to pass safely, and finally came to a large room dominated by a seemingly bottomless pit. Throwing caution to the wind, she used a *levitate* spell and stepped into the pit to see where it went.

The descent took much longer than she anticipated, and for the first time she began to think that she might be in over her head. Just when panic was about to set in, she reached the bottom of the shaft: a strange shallow dome of what looked like purple stone. She only had a moment to wonder why the dome seemed to be moving slightly, as if with a monstrous heartbeat, before she fell victim to the evil that had been lurking in the pit's depths for over 600 years.

In a heartbeat, the ghost of Tiboquoboc, the ancient orc druid who had lingered in the depths of Sarwin Castle for these six centuries, possessed Arezi. He had little problem taking over Arezi's body and ransacked her memories to piece together what had happened over the last several hundred years. He was enraged to learn that not only had his tribe been forced to flee their ancestral lands and eke out an existence in the harsh mountains to the north for the past six centuries, but that Ubothar, which he had come to view as the personification of the destructive forces of nature, had remained imprisoned and slumbering for this span of time as well.

So, Tiboquoboc wasted no time in rebuilding his plans, this time in the form of a young human wizard. His desire to awaken Ubothar had grown over the years; he believed that the lands of the southern nations, now dominated by humanity, were the rightful lands of the orcs. By awakening Ubothar, he hoped to destroy these nations so he could rebuild them as he willed. So he stole what treasure he could from the castle above to finance his plans, and then fled using his druidic magic to regain control over the scattered orc tribes to the north.

It took the ghost only a few months to unite the orc tribes, even with his somewhat incongruous new appearance. His major coup here was securing the near-blind devotion of a powerful orc chieftain named Alraugh (in no small part due to a gift of a powerful falchion Tiboquoboc built especially for the orc chieftain); with his support, gaining control of the scattered Ironmaw Orcs was a relatively simple task. Tiboquoboc was pleased to discover that his people's relocation to the mountains hundreds of years ago had bred into them an unheard-of hardiness and strength, and that many of the orcs of these northern tribes were powerful barbarians.

Yet, Tiboquoboc knew that a group of barbarians alone couldn't guarantee his success in an attempt to retake Sarwin and awaken Ubothar. He was also delighted to find that one of his allies from 600 years ago, a now-powerful green dragon

Scaling the Adventure

The majority of the villains encountered in this adventure are monsters that have advanced beyond their basic number of Hit Dice, or creatures that have gained class levels. You can adjust the adventure for lower- or higher-level characters by simply adjusting these extra Hit Dice or class levels. For every level above or below 17, you should adjust extra Hit Dice by four and class levels by one. Adjusting the number of creatures encountered can also quickly adjust the encounter level.

Many of the locks in this adventure assume that PCs take 20 on Open Lock checks to open them; if the rogues in your party are higher level or lower level than 17th, you may need to adjust the Open Lock DCs up or down by one per level of difference. Likewise, many other skill check DCs (particularly those for Disable Device checks) may need similar adjustments.

Remember, if you run this adventure for less- or more-powerful characters, you may need to adjust the level of treasure given as well. "The Thunder Below" has a somewhat higher amount of treasure to be gained than the standard 17th-level adventure (mostly because of the large number of NPCs with gear who are encountered, but also partially due to the fact that there are some nice stashes of loot an honorable or good party isn't expected to keep), so you will not have to make as many adjustments for higher-level characters as you may for those of lower levels. As always, make sure that the amount of wealth you hand out to the characters is in line with the standards of your campaign.

named Alorzulan, still lived and was willing to rekindle old ties. He continued to seek out other powerful allies who shared his hatred of the southern human nations, creating more magic weapons to bring pain and harm to humanity as gifts in return for their aid. Within only a few years, he was ready for his revenge against the Sarwins.

In the three years since her vanishing, Arezi's family had done everything in their power to locate their missing daughter, but to no avail; Tiboquoboc's indomitable will and powerful magic prevented all magical attempts to divine her location. They had given her up for lost by the time she returned to Sarwin. "She" lured the Sarwins into an ambush, and slew them all before she turned her attention to the village of Sarwin. The orc barbarians surged through the village, quickly overwhelming it and slaughtering everyone they found there.

The strongest resistance Tiboquoboc encountered didn't manifest until the ghost tried to reenter Castle Sarwin. The deaths of the current rulers of the region triggered a host of powerful wards and called in several powerful elemental beings to guard key areas of the castle; Annah and Zebulahr had foreseen that their family might one day lose control of the site, and in anticipation of this event, created these latent effects in the castle to protect it during just such a development. For the last several days, Tiboquoboc and his most valued minions have slowly but surely been penetrating farther into the dangerous castle and are closer than ever to reaching the Pit of Ubothar below the castle and finally realizing the end to her terrible quest . . . the awakening of Ubothar itself!

ADVENTURE SYNOPSIS

This adventure begins when the party arrives in the ruined, empty village of Sarwin. Investigation of the town shows that it recently has been attacked by what appears to be a large band of orcs. Further investigation reveals the fact that these orcs are still lurking in the area, and that the large castle overlooking the entire region has been invaded by these enemies. Once they realize things aren't as they seem in Sarwin, the PCs can learn much about the situation, either through divination magic, interrogation of captured orc prisoners, or old-fashioned observation and investigation.

Eventually, they realize that a powerful group of orcs led by what appears to be a female human druid/wizard is trying to accomplish something terrible in the castle itself. The elemental wards surrounding the castle make approaching it from the air difficult, and the orcs have erected powerful defenses at the main entrance. An observant party discovers a little-used secret entrance to the castle that allows them to gain entry relatively unnoticed by Tiboquoboc's forces and the elemental guardians of the castle.

Once inside, the party members find themselves in the midst of an ongoing battle between Tiboquoboc's minions and the elemental guardians of the castle, neither of which take kindly to the group's intrusion into the place. The party's ultimate goal should be to stop Tiboquoboc, preferably by destroying the ghost without killing Arezi.

STARTING THE ADVENTURE

The Thunder Below begins when the party arrives at the empty, ruined village of Sarwin. The fact that the village is so remote, combined with the fact that Tiboquoboc has kept the movements of his small but highly trained strike force fairly limited and small in scope, has kept their activities hidden from the world at large. The party's exact reasons for visiting Sarwin can vary, as long as they arrive at the village after Tiboquoboc's forces have already destroyed the village. You should arrange for their arrival in the village to correspond with sunset, to make their first view of the ruined hamlet more moody and sinister.

Alternatively, if one of the characters in the party is a ranger, druid, or other character attuned with the natural world, she could receive a terrifying dream or vision in which she sees a strange, tattooed human woman floating above a deep pit in an underground room. As the vision progresses, the woman begins chanting and gesticulating wildly, and an image of an ancient orc seems to become superimposed over her figure. Suddenly, a flash of brilliant light leaps from the pit and the character has a momentary glimpse of something unimaginably huge lurching to life in the pit's depths. At this point, the character awakens or recovers from the vision, but the experience fills her with almost overwhelming terror and despair. After a few minutes, these feelings lessen into little more than disturbing memories, but the character retains a sense of urgency and feels a strange pulling against her mind and perhaps her soul. Following this pull eventually brings the character to the ruins of Sarwin.

If you intend to run this adventure as part of an ongoing campaign, you can introduce Sarwin earlier in the

campaign when the party is lower level. Perhaps they pass through the town while traveling. They may even be friends with or related to someone who lives in or has recently retired to Sarwin. Then, later in the campaign when you wish to run this adventure, the return to Sarwin will be more dramatic, and the group may have more emotional investment in rescuing Arezi and repelling the invaders from the region.

SARWIN VILLAGE

You should place Sarwin somewhere just beyond the fringe of civilization in your campaign world, preferably nestled between a large mountain range and vast, dense woodlands in a temperate or even sub arctic region. In the GREYHAWK® world, Sarwin could be located in the foothills of the Griff Mountains in or the Rakers, near Timberway Forest. In the FORGOTTEN REALMS® setting, the village could be located somewhere along the northern fringe of the Lurkwood. Sarwin's environs are wild and even dangerous, but until Tiboquoboc's recent assault, the Sarwin family has been more than equal to the job of protecting the village from this danger.

Until very recently, Sarwin was a relaxed but thriving hamlet consisting of about 36 buildings, including a trading post called "Aaron's General Store," a church dedicated to Pelor (or an equivalent deity, such as Lathander in the FORGOTTEN REALMS campaign), a mill, and the only two-story building in town—a combination inn and tavern called "The Hawk and Mouse." Water for the village was provided for by several deep wells, and food came from a large community garden in the southwest reach of the village and from animals caught by local hunters. Most of the villagers lived as trappers or worked at the mill. A large and well-defended caravan arrived monthly to pick up furs and timber and to restock the general store, the tavern, and the mill with necessary gear and supplies.

Life in Sarwin was simple, but sadly, those times are gone forever.

Tiboquoboc led his small band of orc barbarians and other monstrous killers down into the village on a moonless night three days before the party arrived in Sarwin. The assault was brutal, quick, and efficient. Those villagers who weren't slain were rounded up and taken by the orcs, while the bodies of the dead were given over to Alorzulan, the green dragon with which Tiboquoboc forged an alliance. Those few villagers who still survive are now held prisoner in the orc camp near Sarwin Castle.

The characters need to piece together what happened in Sarwin before the adventure can progress. Several methods of investigation and spells can be used, and such efforts typically yield the results detailed in the following sections.

SEARCHING THE VILLAGE

Tiboquoboc knows from his months of secret observation of the village that the next supply caravan isn't due in town for another three weeks, and he hopes to be done with the rituals of awakening long before then. Nonetheless, he knows that if the outside world finds out what happened, opposition to his actions won't be far behind. In an attempt to stave off such intervention, one of Tiboquoboc's first orders after his minions successfully devastated Sarwin was to have them gather the dead and do what they could to hide what happened in town. Unfortunately, the assault was a tad destructive (as most assaults by orc barbarians, giants, and dragons tend to be), and hiding the devastation was impossible.

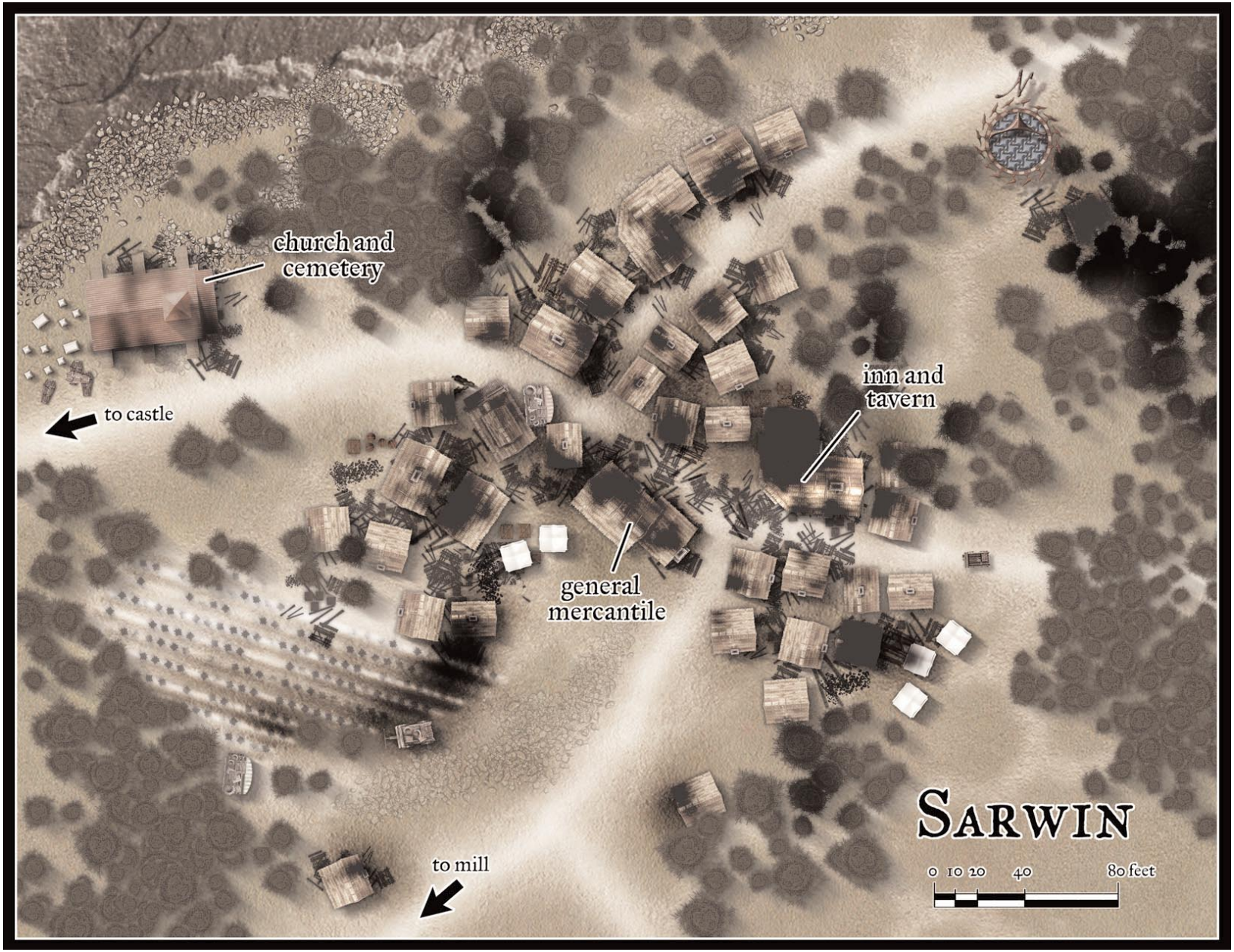
Tiboquoboc then decided to make it appear that the village had been the target of an attack by a group of druids. He subjected the village to an *earthquake* spell and a few *flame strikes* to add to the damage, and then he had the monsters cover up their tracks and traces of their passage as best they could. He knew that the subterfuge wouldn't hold up under close observation, but neither did he want to spare the time and energy to do a better job when he could be awakening Ubothar.

As a result, when the party arrives at Sarwin, it is obvious the place is empty and has been recently attacked. Several buildings are wholly or partially collapsed, and large scorch marks scar surviving buildings and the ground in many places. Yet no bodies of the inhabitants or even any domesticated animals are in sight.

Searching the ruined village is a major task. Taking 10 with a Search check on the entire village (including all buildings except the nearby mill) would take a character well over 10 hours of work. It's more likely that the characters narrow their search to specific portions of the town. In any case, whenever a character searches a location in Sarwin, ask for a Search check. As the player rolls, you should make a secret d% roll to determine if a potential clue exists in that particular location.

Searching Outside: If a character searches a location outside, there's a 20% chance that the character's immediate surroundings hide a clue. If a character searches a burnt area, any potential clues have been destroyed. The burnt areas themselves are actually clues, though. A character who thinks to make a Knowledge (arcana) check against these scorch marks can learn with a successful check (DC 25) that this damage was caused by magical or supernatural fire. Likewise, a character who thinks to make a Knowledge (nature) check can learn with a successful check (DC 25) that the damage was most likely not caused by natural effects.

Searching Minor Buildings: If a character searches one of the many buildings in Sarwin, there is a 40% chance that the building has a clue.


church and cemetery
to castle
inn and tavern
general mercantile
to mill
SARWIN
0 10 20 40 80 feet

Searching Major Buildings: If a character searches the general store, the mill, or the Hawk and Mouse Tavern, there's a 100% chance that a clue waits to be found in the region. Note also that each of these locations shelters an additional unique clue. No clues at all are in the church.

If a clue is nearby, the nature of the clue discovered depends on the result of the character's Search check. Each location that yields a clue can yield only a single clue . . . further checks on that same particular location turn up nothing new. The exception to this rule is each major building; up to six separate clues can be discovered in each of these buildings (although duplicate clues are possible).

Search Check Result	Clue Discovered
20 or less	No clue discovered.
21–25	*Tracks:* The character discovers a few strange tracks on the ground. A character with the Track feat can determine more information from tracks, as detailed in the next section.
26-30	*Minor Battle Evidence:* The character discovers something: a partially cleaned-away swath of blood against a wall, a forgotten severed body part that rolled behind a rock, or a dropped dagger caked with blood. A successful Heal check (DC 21) determines that the blood or body part is only a few days old. These body parts and weapons are from now-dead villagers.
31–35	*Major Battle Evidence:* This is like a result of 26–30 above, except that the body part or weapon is from one of the attacking orcs. The major difference here is that this fragment can be used to scry upon a living creature (see Using Magic to Unravel the Mystery below).
36–40	*Bone and Gristle Fetish:* This fetish should be found in a tuft of dense grass, or perhaps behind a piece of furniture where it bounced after it fell unnoticed. This fetish is detailed below under the section on Specific Clues. No more than six of these fetishes can be found.
41–45	*Strange Green Scale:* This scale could be found at the bottom of an open rain barrel, or kicked absently under a porch. It is detailed in full under the section on Specific Clues. No more than 3 of these scales can be found.
46 or more	*Dull Yellow Feather:* This feather can be found only once, and it is detailed in full under the section on Specific Clues. Only one of these feathers can be found.

SPECIFIC CLUES

Player characters can discover the following three clues anywhere in Sarwin.

Bone and Gristle Fetish: The orc barbarians carry numerous fetishes into battle, either woven into their hair, as body piercings, or tied to weapons. Although the shape of each fetish is different, they are all the same style of workmanship. A successful Knowledge (local) check (DC 20) reveals that the fetish is of orc manufacture. If this check makes a DC of 30, the character also realizes that the fetish is not crafted in the style of any current orc tribes of the region. Once this information comes to light, a successful Knowledge (history) or bardic knowledge check (DC 30) reveals that the style of fetish is identical to those used over 600 years ago by the now (supposedly) extinct Ironmaw tribe. Further details on the Ironmaw tribe are in the section below on Researching the Enemy.

Dull Yellow Feather: This feather fell from Irika's wing during the battle. A successful Knowledge (nature) check (DC 30) correctly identifies it as a harpy's feather.

Strange Green Scale: This scale fell from one of Alorzulan's chimera minions. A successful Knowledge (arcana) check (DC 30) correctly identifies this scale as a chimera's scale, although it does not reveal the fact that the chimera it came from is significantly more dangerous than the standard chimera.

The following locations each harbor additional specific clues.

Church and Cemetery: Muraxus the aranea was sent alone into the church to assassinate Sarwin's resident priests (all four of them) several minutes before the attack, to prevent the use of clerical magic to defend against the assault. The aranea was so efficient in his duties here that the church and cemetery suffered no damage in the attack and seem almost untouched. No clues as to the nature of the attacks are here, apart from the fact that a large cupboard in the back hangs open and empty. This cupboard once contained several healing potions and scrolls that Muraxus stole after assassinating the clerics; they fed the bodies to the chimeras.

Mill: Alorzulan and his chimera minions attacked the mill exclusively. As a result, the mill is corroded and ruined. Characters who sift through the rubble here and make a successful Knowledge (arcana) check (DC 30) come to the conclusion that some sort of dragon (most likely a green dragon) participated in this attack. Additionally, a character who investigates the immediate surroundings in search of tracks can discover an overgrown trail that leads into the woods to the west of the mill. A successful Survival check (DC 30) discovers this track, which eventually leads to Castle Sarwin (see Taking the Back Road below).

Aaron's General Store: This place has been completely cleared out by the orc marauders, who gathered up the supplies stored here to outfit their camp. The general store itself was owned and run by a retired soldier named Aaron. When the orcs attacked, Aaron fell back on his training and organized many of the villagers into fighting back against the overwhelming forces. Aaron still lives, having been captured. A successful Search check (DC 30) behind the counter uncovers a cleverly hidden panel in the floorboards that was missed by the Ironmaw orcs. Aaron kept a small nest-egg of treasure here for emergencies; this stash consists of three leather bags of 200 gp each and a *ring of*

protection +1 awarded to him upon retiring. Aaron kept the ring secreted in here so it wouldn't get lost.

The Hawk and Mouse: The majority of the battle took place in and near this tavern/inn; here the villagers of Sarwin made an attempt to rally, only to be slain in one fell swoop when Alorzulan blanketed the area with several *cloudkill* spells. Anyone who enters the Hawk and Mouse immediately recognizes the telltale stink of decaying flesh wafting down from the upper floor. The PCs can find the source of this stink in one of the upper rooms if they make a successful Search check (DC 20); hidden in a secret closet is the badly decayed and poison-bloated body of a halfling traveler named Tanya Silverdusk. She hid in here as the orcs and other creatures attacked the village, but succumbed to the poison gas. The marauders missed her body on their search and have not been back since to notice the stink. Her body still wears her equipment; a *shortbow +1*, 20 arrows, a dagger, masterwork studded leather armor, and an *amulet of natural armor +1*. Recovering Tanya's body can provide the characters with significant information if they use *speak with dead* or restore her to life.

TRACKING THE CULPRITS

A character with the Track feat can attempt to search for tracks in the area. It has been three days since the attack, and the orcs have taken pains to cover their tracks, but the battle itself was large. The ground in Sarwin and the surrounding region is firm. A successful Survival check (DC 20) made anywhere in the vicinity of Sarwin uncovers a few isolated tracks here and there. It's obvious that the tracks have been partially covered. There's a 20% chance per successful Survival check made in this way that one of the tracks uncovered is that of a giant's or dragon's making.

Attempting to follow the tracks out of the village is more difficult. The group of marauders left Sarwin to the west, carefully avoiding the road and straying from the stony ground there (hard ground for purposes of tracking) only when necessary. Although they numbered about 20 in all (including the frost giant rangers), they took pains to cover their path. Additionally, Tiboquoboc used a *control weather* spell to blanket the path with rain for 24 hours. Since it has been at least three days, the Survival check to track the marauders from Sarwin up to the orc camp requires a successful check against a DC of 45.

USING MAGIC

High-level characters have numerous options available to them to aid their investigation. This section details what sorts of information they can unveil with the aid of spells.

Clone: Since the bits of flesh the characters can find in Sarwin (including Tanya's body) are decomposing and not from a living body, this spell cannot be used to restore life to any of the villagers.

Commune: This powerful spell can be of great assistance to the party in unraveling what happened in Sarwin. Depending upon the questions asked, the party can learn anything about the situation in the region quite quickly. As a general rule, you should use the results of these answers to guide the characters to investigate Sarwin Castle, to provide them with warnings or advice on how to prepare for the battles ahead of them, or to further drive home the point that they are working against the clock. Every second they delay puts Tiboquoboc 1 second closer to reaching the Pit of Ubothar and awakening the ancient menace below Sarwin Castle.

Commune with Nature: Since Tiboquoboc and his minions are currently housed within the walls of Sarwin Castle, they cannot be directly sensed with this spell. If the caster tries to detect the presence of powerful unnatural creatures in the region, he detects a strange and disturbing presence that infuses the flora and fauna of the entire area. This taint feels strange, alien, and impatient, and gives the caster the feeling of imminent doom. This sensation is caused by the taint of Ubothar's ancient presence in the region.

Contact Other Plane: As *commune*, above.

Discern Location: If the caster has been to Sarwin before or knows one of its inhabitants (or even one of the inhabitants of the castle), this spell can locate the person if he or she still lives. Note that all the Sarwins except for Arezi are dead, and Arezi herself (although possessed by Tiboquoboc) is in Castle Sarwin for the majority of this adventure. If this spell is used to locate a surviving villager (such as Aaron), the spell guides the caster to the orc camp.

Divination: If someone casts a *divination* to aid their efforts, you should use the opportunity to drive home the point that the party is operating under a deadline of only a few days. You can provide the caster with the following cryptic phrase when this spell is cast, modified as needed to fit the specific parameters of the *divination* in question:

"That which was dead treads the path of the living after thirty score of slumber, carried on the soul of an innocent and bound to the will of a slumbering legacy. Return the dead to death and the living to life, lest the Thunder Below waken to rend the world."

Find the Path: Note that for this spell to function, the caster must indicate a specified destination. Using this spell to find the path to Sarwin Castle leads the caster along the western road from Sarwin and directly through the orc encampment; it does not indicate the secret entrance into the castle dungeon.

Legend Lore/Vision: This spell can be used to divine information about several subjects key to this adventure. A spellcaster can use this spell to learn about any of the topics detailed under the section on Research below.

Raise Dead/Reincarnation/Resurrection/True Resurrection: These spells can bring back Tanya Silverdusk to life if her body is discovered in the Hawk and Mouse. If she is

restored to life, she is both incredibly grateful to the characters and morbidly afraid that the dragon that poisoned her knows that she's alive again and could come for her at any moment. She can tell the characters much about the force that attacked Sarwin, though, if they treat her with kindness and support. Her story is given below under Tanya's Tale.

Scrying/Greater Scrying: If the characters knew someone from Sarwin or the castle, they could try to scry upon them to learn what they can of their current whereabouts. Since the majority of these subjects are dead, though, chances of learning much are slim. Any surviving villagers are kept in large cages inside the giant barracks in the orc camp. Alternatively, they party can use any number of objects that they found while searching Sarwin to scry upon their owner, although this dramatically increases the target's saving throw if the scryer does not possess any other knowledge of the target.

Simulacrum: Any of the body parts found during the search of Sarwin (including Irika's feather or one of the chimera scales) can be used to create a simulacrum. This can help the party determine what kind of creatures they may be up against, as well as any particular weaknesses they may have, and provides them with interesting allies and minions that could even help them infiltrate the orc camp or the castle. Since simulacrums have no memories in common with their source, though, their immediate usefulness as informants is limited.

Speak with Animals/Speak with Plants/Stone Tell: These spells can piece together information about the attack on Sarwin. Note, however, that all domestic animal life within the town has been killed. *Stone tell* provides the most detailed descriptions, and any of these spells can inform the caster of the direction in which the attackers left Sarwin after the assault, if the proper questions are asked.

Speak with Dead: This spell can be used on Tanya's body if it is recovered. Depending on the questions asked, the caster can extract much of the information given below in Tanya's Tale.

RESEARCH

As the adventure progresses, the characters uncover the true nature of their foes. High-level characters have the ability to *teleport*, to travel to other planes, and to cast powerful divination spells such as *commune* or *vision*. It's entirely possible that a powerful spellcaster takes advantage of this fact to learn what he can about any number of topics pertinent to the adventure.

Teleporting to a large library or similar location to research these subjects is just as valid a method as casting spells such as *legend lore*, but not quite as efficient. A character who magically travels to another location to research one of these topics must make an Intelligence check to successfully perform the research. Each attempt takes 1d4+1 hours of work, successful or not. Each topic below has a table of information keyed to different Intelligence check results; each check reveals all the information equal to and less than the DC of the check.

Note that these tables assume that the character is performing the research in a well-stocked library, such as one found in a large city. Researching in a somewhat smaller library imparts a –4 penalty on the Intelligence check, and researching in a significantly smaller library imparts a –10 penalty on the check.

Alternatively, a character can research one of the following topics by speaking to sages or other learned individuals. Doing so requires a Gather Information check and 1d4+1 hours of interviewing.

If a divination spell such as *legend lore* or *vision* is used to research one of the following topics, all information listed is learned.

Ironmaw Orcs: This topic can be researched in any area that focuses on either history or on orcs.

Intelligence Check Result	Gather Info. Check Result	Information Learned
10 or less	20 or less	None.
11–15	21–25	The Ironmaws were an orc tribe that died out approximately 600 years ago. They were named for their tribal tradition of capping their tusks with iron.
16–20	26–30	The Ironmaws were noted for their ferocity, their impressive barbarism, and their terrifying hatred for humans.
21–23	31–35	A powerful druid traditionally led the Ironmaws.
24–26	36–40	The ancestral land of the Ironmaws includes the region now controlled by Sarwin Castle and the nearby hamlet.
27 or more	41 or more	The Ironmaws were slaughtered 600 years ago by Annah and Zebulahr Sarwin. At the time, a powerful druid named Tiboquoboc led the Ironmaws.

Major Villains: All the major villains in this adventure are quite powerful. If a villain's name or description is secured, his or her history can be researched in any location. Villains that can be researched in this adventure include Alorzulan, Alraugh, Irika, Lzierabel, Muraxus, and Tiboquoboc.

Intelligence Check Result	Gather Info. Check Result	Information Learned
10 or less	20 or less	None.
11–15	21–25	Description.
16–20	26–30	Personality.
21–23	31–35	Class levels (if any) and signature magic item.
24–26	36–40	Allegiances and allies.
27 or more	41 or more	Current goals.

Sarwin: This topic can be researched in any location.

Intelligence Check Result	Gather Info. Check Result	Information Learned
10 or less	20 or less	None.
11–15	21–25	Sarwin was founded nearly 600 years ago by a small group of powerful adventurers who also constructed the nearby Sarwin Castle. The village sprung up overnight when two married adventurers Annah and Zebulahr Sarwin, and their cohorts and companions, settled in the remote location. With their powerful magic and well-trained minions, the Sarwins repulsed the uncoordinated hordes of orcs and giants that assaulted the region after every spring thaw. Likewise, their presence seemed to quell the frequent earthquakes that had plagued the region. Today, the orcs and giants are a distant memory, and the few earthquakes to strike the region have been minor and explained to the children of Sarwin as "underground thunder," or long-delayed echoes of ancient battles between the orcs and giants.
16–20	26–30	Sarwin Castle itself is powerfully defended against attack, which is a legacy of its powerful founders. Rumors hold that ancient allegiances with powers from the Elemental Plane of Air have allowed the Sarwins to recruit aid from this strange realm in crafting the defenses of their castle.
21 or more	31 or more	The youngest Sarwin child, a gifted (but precocious) girl named Arezi, vanished from the castle three years ago. The Sarwins spared no expense in their attempts to find her but ultimately were forced to give her up for lost. Almetha Sarwin, Arezi's mother, was particularly broken hearted about this development and rumor holds that she is slowly descending into some sort of terrible madness.

Ubothar: This is a significantly more obscure subject and can be researched only in an area that contains records of ancient history or particularly obscure arcane lore.

Intelligence Check Result	Gather Info. Check Result	Information Learned
20 or less	30 or less	None.
21–23	31–35	Ubothar is mentioned in passing as an ancient deity of the stone and earth. He was said to be particularly destructive, but his cult is now extinct. His cultists knew him as "The Thunder Below."
24–26	36–40	Ubothar's cultists did not receive clerical magic from him, although druids who embraced the destructive aspect of the natural world served them. Some believe that Ubothar was actually an abstract concept invented by these druids to give this destructive force a face so their minions could grasp the concept of worshiping it more easily.
27–29	41–45	Ubothar is neither deity nor faceless philosophy; it is in fact an immensely powerful creature left over from the forging of the world by the deities eons ago. Ancient prophecies hold that Ubothar shall awaken to herald the end of the world.
30 or more	46 or more	Ubothar is said to sleep in a state of suspended animation deep under Sarwin Castle, and this creature was the totem spirit of the now extinct Ironmaw Orcs.

TANYA'S TALE

If Tanya is brought back to life, she can relate the following story of the attack on Sarwin to the party. As she recounts her tale, she grows increasingly horrified and distressed, until finally breaking down in hollow sobs as she finishes.

A *speak with dead* spell can extract some of this information as well, assuming the correct questions are asked.

"I was down in the common room eating a late supper, just after nightfall, when I heard screams outside. Lots of them. Everyone else in the room started to panic, running around like a bunch of fools, and I barely avoided being trampled and somehow got up the stairs. I ran into this room and looked out the window and . . . and saw dozens of orcs tearing through the streets below. They were roaring and frothing at the mouth and all covered with weird tattoos and patterns of scars, and were tearing down doors and dragging out villagers and killing them in the street. And at the edge of town were these huge blue-skinned giants, with jagged horns in the center of their heads. These giants were on the outskirts of town and I could see them from my vantage point only when they would lurch out to crush anyone unlucky enough to escape the marauding orcs in the center of town. I tell you . . . it was appalling. Horrifying. I admit it . . . I froze in panic. As I watched, things got worse.

"The villagers started to rally around the general store down the street at one point, but then this thing, looked like a human woman with wings and taloned feet, flew up and perched on the roof opposite the store and called down to the villagers. She told them in a strangely soothing voice to take down the barricade, and in a heartbeat nearly a dozen of the villagers just threw down their bows and did just that! The orcs were on them in a second . . . I don't think the poor fools had time to realize what they had done.

"It was then that this orc, he must have been 7 feet tall, waded in. He was waving around a glowing red falchion and wore some sort of black scale armor and had a magic shield floating around him that blocked attacks . . . I figured he was the leader 'cause the other orcs seemed afraid of him. He was approaching the center of the battle down the street, and it wasn't until then that I got over the horror of it all. I took out my bow and shot the leader right in the throat . . . but he didn't fall. He barely even flinched! He just looked up toward me with anger in his red eyes and barked out something as he pointed up at my window. I don't think he saw me exactly, but I wasn't taking any chances and ran out of the room and into the adjoining one.

"Before I got to the window, a tremendous set of roars tore through the night. I ran to the window and peeked out and saw that some sort of huge monster had landed in the street directly below me . . . it looked like a bear, but it was larger than an elephant and had these huge bat wings and two extra heads . . . a feral-looking goat head to the left and a green dragon head to the right of the central bear head. And if that wasn't bad enough, a second one landed on a nearby building and nearly crushed it.

"I heard the downstairs door bust in at that point. Sounded like the surviving villagers had made it to the tavern and were barricading up the doors and windows. But those bear monsters . . . they wouldn't be stopped by a few nailed boards. I'm ashamed to say it, but I ran into that closet and hid.

"A few moments later . . . I heard something like huge wings flapping. Wings larger even than those of the bear monsters. Then the whole building shook as if something massive had landed on the roof. And then a voice, a terrible voice, spoke from above, terrible and thunderous. This was followed by a hissing noise, and in seconds a thick brown cloud poured into the closet. The stuff burned my skin and stole my breath . . . I tried to clamber out of the closet but couldn't find the door . . . my eyes felt like they were covered with hungry ants and my lungs seized up . . . and then . . . and then . . . I, I died."

Tanya remains quite distressed; in her mind, the attack on Sarwin just occurred. Despite this, though, burning feelings of shame that she didn't do more to fight the orcs, combined with a deep sense of boundless gratitude for being brought back to life, overwhelms her fears and she offers to serve the person who brought her back to life in any way she can. She wants to exact revenge on the orcs (particularly their leader), but she knows that she can't do this alone. If treated kindly and with respect, she quickly becomes a completely devoted ally and friend to her new patron. If it becomes clear that her new patron is too cruel or domineering for her tastes, Tanya continues to serve but sneaks off into the wilderness to make her way back home the first chance she gets.

Tanya Silverdusk: Female halfling rogue 5; CR 5; Small humanoid; HD 5d6+5; hp 22; Init +4; Spd 20 ft.; AC 19, touch 15, flat-footed 19; Base Atk +3; Grp –3; Atk +2 melee (1d3–2/19–20, dagger) or +9 ranged (1d4–1/×3, *+1 shortbow*); Full Atk +2 melee (1d3–2/19–20, dagger) or +9 ranged (1d4–1/×3, *+1 shortbow*); SA sneak attack +3d6; SQ evasion, halfling traits, trap sense +1, trapfinding, uncanny dodge; AL CG; SV Fort +3, Ref +9, Will +3; Str 7, Dex 18, Con 12, Int 14, Wis 13, Cha 10.

Skills and Feats: Balance +14, Climb +8, Escape Artist +12, Hide +16, Jump +12, Knowledge (nature) +6, Listen +3, Move Silently +14, Search +10, Survival +5, Tumble +16; Acrobatic, Point Blank Shot.

Evasion (Ex): If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Tanya takes no damage with a successful saving throw.

Halfling Traits: Tanya has a +2 morale bonus on saving throws against fear, a +1 racial bonus on all saving throws, +1 racial attack bonus with a thrown weapon or sling, and a +2 racial bonus on Climb, Jump, Listen, and Move Silently checks (already figured into the statistics given above).

Trap Sense (Ex): Tanya has a +1 bonus on Reflex saves made to avoid traps and a +1 bonus to AC against attacks made by traps.

Trapfinding: Tanya can use the Search skill to locate traps when the task has a DC higher than 20.

Uncanny Dodge (Ex): Tanya can react to danger before her senses would normally allow her to even be aware of it. She retains her Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (She still loses any Dexterity bonus to AC if immobilized.)

Possessions: Masterwork studded leather armor, *+1 shortbow*, 20 arrows, dagger, *amulet of natural armor +1*.

Description: Tanya's skin is tanned from a life spent outdoors. She lets her unruly shoulder-length auburn hair do what it wants and tends to dress in browns and dull greens. Her eyes are an unusual shade of light green, and although they give her a striking appearance, she remains self-conscious of their unusual hue and avoids making eye contact with others.

Personality: Tanya has little interest in social conventions and prefers to spend her time alone, exploring the wilderness. She's got a good heart, but she's also seen the worst that civilization has to offer and tends to distrust people unless they display obvious acts of kindness (such as bringing her back to life). She prefers to remain in the background and let her friends do the talking, and she is quiet and unassuming.

Goals: Her natural distrust of society stems from a series of bad experiences with a thieves' guild in a distant city; she eventually fled the guild with a price on her head and spent the next several years avoiding contact with people. She came upon Sarwin a week ago and was charmed by its quaint, out-of-the-way charm and the openness and honesty of its people, and she had been seriously considering settling down in the village when the attack came. If brought back to life, she repays the kindness with gratitude and what can bloom into a strong, loyal friendship with her benefactor. Apart from this, her driving goal is to seek revenge against the orcs who destroyed Sarwin just when she was hoping she found a place to live.

Ad Hoc Experience Award: If the characters learn this information from Tanya, award them experience points as if for a CR 14 encounter.

WHAT NEXT?

Although a need for swift action exists in this adventure, no NPC can point the player characters in a particular direction. The decisions of the PCs after they find Sarwin destroyed are largely up to them. Physical and magical investigation should point them in the right direction, but ultimately, their choices are their own. The remainder of this adventure presents options in an open, almost free-form format, and provides enough detail so you can handle any approach that your high-level party may take to deal with Tiboquoboc's nefarious plans.

ROUTES TO SARWIN CASTLE

The road leading west from Sarwin leads up a rocky embankment and eventually to the impressive castle that sits atop a stony promontory. Were it not for the thick fir trees, the castle would be visible from Sarwin (and vice versa). As it is, it's a short walk from the hamlet of Sarwin to the castle. Yet this road to the castle represents the most obvious route to the castle; a high-level party has numerous options of approach. Several of these are detailed below. Your group may come up with other methods as well; if they do, use the details below to determine the difficulties they face.

Taking the Main Road (EL 14+): Although the main road to Sarwin Castle represents the most obvious route to the castle, it's also the most dangerous route since it is heavily guarded. The road itself is about 30 feet wide. Its southern edge drops away in a steep slope that descends into the forest below, while its northern edge rises up abruptly into the mountains. The cliff into which the road is carved averages about 500 feet in height, with the road climbing slowly upward for the length until it reaches the top at the orc camp near the castle itself. Climbing up or down the cliff requires a successful Climb check (DC 15) per move action.

Creatures: At three points along the road, a single progeny of Alorzulan lurks hidden in the crags above the path. Each progeny takes 10 on its Hide check, for a Hide check result of 37, and since they lurk about 50 feet above the level of the road, Spot checks against them suffer a –5 penalty due to the distance. Naturally, this penalty also applies to the progeny's Listen and Spot checks to notice stealthy characters sneaking up the road.

If the progeny sees anyone moving up the road, it immediately reacts by hurling rocks and using its breath weapon at the group below. As long as the progeny remains on the cliff, it has cover from attackers (and the +4 bonus to its AC) on the road below. It continues to attack until it is engaged in melee, its targets flee, or its hit points drop below 100, at which point the progeny flies off to the orc camp to warn Alorzulan of the intrusion. Once the orc camp is alerted, Alorzulan sends a group of five Ironmaw Ragers down the road to make sure it is clear of trespassers. At the same time, he and his two chimeric dire bear minions take to the skies to search for intruders along the roadway as well. If they find intruders, he sends his minions in to attack in melee while he blasts the group from above with spells and his breath weapon.

If Alorzulan finds the group to be too powerful to directly assault, he calls for his surviving minions to retreat to the camp and they immediately fortify it against an attack. Alorzulan himself is constantly under the effects of Lzierabel's *status* spell, so if he takes any damage or suffers any ill effects, she takes note and immediately casts a *sending* spell on Alorzulan to determine what's going on, reporting his response to Tiboquoboc.

Statistics for Alorzulan, his progeny, and the chimeric dire bears can be found in the section detailing the orc camp.

Taking the Back Road (EL 16): Unknown to Tiboquoboc and his minions (though known to Arezi; she has so far hidden this information from Tiboquoboc since he's simply never inquired about it), an overgrown track from the Sarwin Mill leads up to a secret entrance into the dungeon of the castle itself. Following this trail is difficult, since it hasn't been used in years, and requires three separate Survival checks (DC 30) to follow. A character with the Track feat can follow the path automatically once it is discovered.

If she has been brought back to life, Tanya Silverdusk has heard about this ancient trail and mentions it to her saviors once it becomes obvious to her that they are trying to decide how to approach the castle. She heard rumors about the escape route from the castle's basements and that an overgrown track that ends up at the mill leads to a secret entrance to the castle. She hasn't been on the path herself since these same sources made sure to let her know the path is quite dangerous.

The overgrown condition of this track also provides the group with excellent cover against observation by Alorzulan or other airborne enemies. The track itself isn't without dangers of its own, however.

At one point, the track passes through a particularly dense patch of woodland that has become overgrown with a strange, pallid fungus. Farther along, the track passes by a small batch of rundown buildings that were once used as a hunting lodge but have been long since abandoned.

Finally, the track ends at a 200-foot-deep gorge. A fallen ancient tree bridges the gorge (Balance check DC 9 to cross). The opposite side of the gorge rises up about 300 feet to the foundation of Castle Sarwin. A narrow path leads most of the way up this cliff (Balance check DC 7 to navigate), and ends at what looks like a rough cliff face. A successful Search check (DC 25) is required at this location to uncover the secret door. This door is kept locked with an *arcane lock* (caster level 20), but is untrapped. It opens into area 71 of the castle dungeon.

Creature: In the years since their abandonment, an assassin vine of monstrous proportions has grown up in the area of the ruined hunting lodge. The colossal plant itself is rooted in the largest building, but its vines can easily reach the overgrown track to grab at food.

Colossal Assassin Vine: CR 14; Colossal plant; HD 50d8+450; hp 675; Init –1; Spd 5 ft.; AC 19, touch 1, flat-footed 19; Base Atk +37; Grp +70; Atk +46 melee (2d8+25, slam); Full Atk +46 melee (2d8+25, slam); Space/Reach 30 ft./30 ft.; SA constrict 2d8+25, entangle, improved grab; SQ blindsight 30 ft., camouflage, immunity to electricity, low-light vision, plant traits, resistance to cold 10 and fire 10; AL N; SV Fort +36, Ref +15, Will +17; Str 44, Dex 8, Con 28, Int –, Wis 13, Cha 9.

Skills and Feats: Hide –17.

Constrict (Ex): A Colossal assassin vine deals 2d8+25 points of damage with a successful grapple check.

Entangle (Su): The assassin vine can animate plants within 30 feet of itself as a free action (Ref DC 36 partial). The effect lasts until the vine dies or decides to end it (also a free action). The save DC is Wisdom-based. The ability is otherwise similar to the *entangle* spell (caster level 20th).

Improved Grab (Ex): To use this ability, a Colossal assassin vine must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Blindsight (Ex): Assassin vines have no visual organs but can ascertain all foes within 30 feet using sound, scent, and vibration.

Camouflage (Ex): Since an assassin vine looks like a normal plant when at rest, it takes a DC 20 Spot check to notice it before it attacks. Anyone with ranks in Survival or Knowledge (nature) can use one of those skills instead of Spot to notice the plant.

Plant Traits: An assassin vine is immune to poison, sleep effects, paralysis, stunning, and polymorphing, and mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). It is not subject to critical hits. Low-light vision.

Trap: This fungus (and its dangerous properties) can be recognized with a successful Knowledge (nature) check (DC 25) as a rare kind of fungus known as moonwort. This fungus constantly exudes invisible clouds of tasteless spores into the air; anyone breathing in these spores must make a Fortitude save (DC 20) or suffer 1d6 points of temporary Wisdom damage and become overwhelmed with feelings of rapture and pleasure for 1 minute. While so overwhelmed, a new saving throw must be made once every minute. This toxin is a form of poison, so any resistances or immunities to poison a character possesses apply to moonwort spores. The characters can circumvent the large patch of moonwort (which is about 600 feet in diameter), but they must make a successful Survival check (DC 30) to pick up the overgrown track again on the other side.

Through the Woods and Up the Cliffs: The woods and mountains surrounding Sarwin and the castle are quite rugged and wild, although they are riddled with hunter's trails in places. A group of characters could make its way to the castle by traveling through the woods or up around through the mountains to the north, but both of these routes are both dangerous and time consuming.

The woodlands of this region are dense and filled with massive trees. The mountains are rugged. Detailed rules for running encounters in these types of terrains can be found on pages 87–90 of the revised *Dungeon Master's Guide*. Despite the rugged nature of this terrain, it should prove little problem for a group of high-level characters to navigate. The main thing that approaching the castle via such a route will do, however, is to needlessly delay their approach, allowing Tiboquoboc to penetrate farther into the castle's defenses.

Flight (EL 19+): Characters can use magic or flying mounts to approach Sarwin Castle from the air. Unless such characters do so invisibly, however, chances are good that enemy forces on the ground spot them. Alorzulan in particular is quite adept at spotting flying intruders.

If flying characters are seen before they reach the castle, Alorzulan rallies the orcs at the camp, then he and his two chimeric dire bears fly up to engage the intruders while the orcs and progeny in the camp below attack with arrows and hurled rocks.

Creatures: Unfortunately, once a flying party approaches within 200 feet of Castle Sarwin from the air, the castle's elemental defenders enter the fray. Alorzulan and Tiboquoboc's other minions have had a few encounters with these elementals before and no longer approach within this range of the castle in the air. Each of these elementals is a 48-HD elder air elemental. Currently, four of these creatures patrol the region directly around the castle; they attack any flying creatures that come within 200 feet of the castle. They do not attack creatures on the ground or on the cliffs, and they do not pursue enemies out of range or into the castle itself. They do attack anyone they notice climbing the outer walls of the castle or walking on its roof. If any of these elementals are slain, more soon arrive to replace them. These elementals are brought in to this plane by the Skytower *portal* in area 61 of Sarwin Castle; if this *portal* is destroyed, no further elementals can come through to harass flying intruders. If the party continues to fly near the castle, or if they actually try to enter via one of the towers, Apori the djinni sorcerer enters the fray as well. See the description of area 61 for more details.

Advanced Elder Air Elementals (4): hp 414; see the *Skytower Portal* sidebar for details.

Magical Travel: Spells such as *ethereal jaunt* and *shadow walk* allow characters to traverse dangerous terrain quickly and efficiently, while other spells such as *teleport* and *transport via plants* permit characters to move from one location to another instantaneously. These methods of travel represent the most efficient and safe ways for the characters to approach the castle, although many of them require at least some foreknowledge of their destination to function. On their initial foray into the castle, the characters probably have to rely on one of the more mundane methods listed above to reach the castle.

ENCOUNTER AREAS

Two major encounter areas are detailed here: the orc camp and Sarwin Castle. Each of these areas is presented as they exist when the adventure begins. As time progresses and Tiboquoboc's plan grows closer to completion, certain conditions in one or both areas change. These changes are noted both on the timeline and room descriptions below. At the same time, both encounter areas are dynamic; the creatures present adapt and react to the actions of the PCs. You should familiarize yourself with both locations and their numerous denizens before you begin play.

THE ORC CAMP (EL 23+)

The bulk of Tiboquoboc's forces dwell in a crude camp that has been hastily erected on a large open area, directly on the road that connects Sarwin Castle to the hamlet below. The Ironmaw orcs who live in this camp have been told by their master that they need only to prevent the approach of intruders to the castle; since the orcs don't believe that anyone is coming up here before Tiboquoboc awakens Ubothar, they have fallen into a somewhat relaxed status. Only Alorzulan and his minions and progeny remain completely alert.

The camp itself consists of a crude palisade of sharpened tree trunks surrounding about a dozen simple huts. The gaps between the palisades are just wide enough to function as arrow slits. Two hastily built gates block the roadway where it enters and exits the encampment; the orcs keep both gates closed and barred with thick timbers at all times. A pair of permanent buildings is found in the camp as well; one (the commander's barracks) was once a guard post, and the other (the giant barracks) was a stable.

Wooden Palisade: 3 ft. thick, 20 ft. tall; hardness 5; hp 300 per 10-foot by 10-foot section; break DC 30; climb DC 20.

Wooden Gates: 1 ft. thick, 20 ft. tall; hardness 5; hp 120; break DC 25; climb DC 20; Open Lock DC 30*.

*The bars on the inside of the gates can be removed from the outside with a successful Open Lock check, but unless the check succeeds by +10 or more, the bar drops noisily to the ground and alerts the denizens of the camp of the intrusion.

The chieftain's hut is locked (DC 30) and protected by an *alarm* spell cast by Alorzulan. Inside are two things of interest. First of all, two large chests contain the equipment and wealth the attackers looted from the ambushed Sarwins; this is detailed below. The second are the last few surviving villagers.

Creatures: In addition to the 30 Ironmaw barbarians who live in the camp, eight progeny of Alorzulan, two chimeric dire bears, and the dragon Alorzulan himself call the place home. Even though several of the barbarians and progeny are stationed elsewhere in the region (mostly on the road leading up to the castle from the village or at the castle itself), enough of these monsters remain at the camp at all times to provide a danger to even the best-prepared parties.

Unless they have been recalled, three of the progeny are stationed on the road leading up to the castle and two are in the castle itself, leaving three of them in the camp. Likewise, 20 of the Ironmaw barbarians are at the castle itself, leaving only 10 here at the camp. Both of the chimeric dire bears lurk in the western section of the camp, sleeping off their latest meals. The orcs are wary around these beasts and don't quite trust that Alorzulan

has full control over them. Alorzulan himself prefers to lurk in a set of nests he's built up against the palisade near the northern gate; this location affords the dragon an excellent view of the road leading down to the village.

Ironmaw Barbarians (10): Male and female orc barbarians 12; CR 12; Medium humanoid; HD 12d12+36; hp 114; Init +1; Spd 30 ft.; AC 18, touch 11, flat-footed 18; Base Atk +12; Grp +18; Atk +20 melee (1d12+10/×3, +1

human bane greataxe) or +13 ranged (1d8+6/×3, [+6 Str bonus] composite longbow); Atk +20/+15/+10 melee (1d12+10/×3, *+1 human bane greataxe*) or +13/+8/+3 ranged (1d8+6/×3, [+6 Str bonus] composite longbow); SQ damage reduction 2/—, fast movement, illiteracy, improved uncanny dodge, indomitable will, light sensitivity, greater rage 4/day, trap sense +4, uncanny dodge; AL CE; SV Fort +11, Ref +5, Will +4; Str 22, Dex 13, Con 16, Int 8, Wis 10, Cha 6.

Skills and Feats: Climb +19, Intimidate +13, Listen +15; Cleave, Great Cleave, Improved Critical (greataxe), Power Attack, Weapon Focus (greataxe).

Illiteracy: The Ironmaw barbarians do not know how to read and write.

Improved Uncanny Dodge (Ex): An Ironmaw barbarian can no longer be flanked, since he can react to opponents on opposite sides of him as easily as he can react to a single attacker. This defense denies rogues the ability to use flank attacks to sneak attack him. The exception to this defense is that a rogue at least four levels higher than the Ironmaw barbarian can flank him (and thus sneak attack him).

Indomitable Will (Ex): While in a rage, an Ironmaw barbarian gains a +4 bonus on Will saves to resist enchantment spells.

Light Sensitivity (Ex): Orcs are dazzled in bright sunlight or within the radius of a daylight spell.

Greater Rage: While an Ironmaw barbarian rages, the following changes to his statistics are in effect: HD 12d12+72; hp 150; AC 16, touch 9, flat-footed 16; Grp +21; Atk +23 melee (1d12+14/×3, *+1 human bane greataxe*) or +13 ranged (1d8+6/×3, [+6 Str bonus] composite longbow); Full Atk +23/+18/+13 melee (1d12+14/×3, *+1 human bane greataxe*) or +13/+8/+3 ranged (1d8+6/×3, [+6 Str bonus] composite longbow); SV Fort +14, Will +7; Str 28, Con 22; Climb +22. His rage lasts for 9 rounds.

Trap Sense (Ex): An Ironmaw barbarian gains a +4 bonus on Reflex saves made to avoid traps and a +4 bonus to AC against attacks made by traps.

Uncanny Dodge (Ex): An Ironmaw barbarian gains the ability to react to danger before his senses would normally allow him to even be aware of it. He retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

Possessions: +2 hide armor, +1 human bane greataxe, composite longbow (+6 Str bonus), 20 arrows, *amulet of natural armor +2, gauntlets of ogre power*, potion of cure serious wounds, potion of bear's endurance, potion of enlarge person,* 214 gp.

* Figured into statistics above.

Progeny of Alorzulan (3): Male half-blue dragon/half-frost giant ranger 3; CR 14; Large dragon (augmented giant, cold); HD 14d10+112 plus 3d8+24; hp 226; Init +2; Spd 40 ft., fly 80 ft. (average); AC 30, touch 11, flat-footed 28; Base Atk +13; Grp +32; Atk +27 melee (1d6+15, 2 claws) and +22 melee (1d8+7, bite) or +26/+21/+16 melee (2d6+16 plus 1d6 electricity/19–20, *+1 shock longsword*) and +25 melee (1d8+7/19–20, dagger) or +15 ranged (1d6+15, rock); Space/Reach 10 ft./10 ft.; SA breath weapon (60-ft. line of lightning), combat style (two-weapon combat), rock throwing; SQ darkvision 60 ft., favored enemy (humans +2), immunities (cold, electricity, paralysis, sleep), low-light vision, rock catching, vulnerability to fire, wild empathy +5; AL LE; SV Fort +20, Ref +9, Will +6; Str 40, Dex 14, Con 27, Int 12, Wis 12, Cha 15.

Skills and Feats: Appraise (traps) +3, Climb +31, Craft (trapmaking) +18, Hide +24, Intimidate +19, Jump +35, Knowledge (nature) +4, Move Silently +13, Spot +18, Survival +8; Cleave, Endurance, Great Cleave, Improved Overrun, Improved Sunder, Power Attack, Stealthy.

Breath Weapon (Su): Once each day, the progeny can breathe a 60-foot line of lightning. Each creature in the area takes 6d8 points of electricity damage (Reflex DC 25 half).

Combat Style: The progeny has selected two-weapon combat as his combat style.

Favored Enemy: The progeny has selected humans as a favored enemy. He gains a +2 bonus on his Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against humans. He gets the same bonus on weapon damage rolls against creatures of this type.

Wild Empathy (Ex): The progeny of Alorzulan can use body language, vocalizations, and demeanor to improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. His bonus on this check is +5.

Possessions: Large *+1 shock longsword,* Large *dagger, +2 shadow chain shirt.*

Chimeric Advanced Dire Bears (2): CR 16; Huge magical beast; HD 36d10+288; hp 486; Init +1; Spd 40 ft., fly 50 ft. (poor); AC 25, touch 9, flat-footed 24; Base Atk +27; Grp +51; Atk +42 melee (4d6+16/19–20, claw); Full Atk +42 melee (4d6+16/19–20, 2 claws) and +40 melee (2d6+8/19–20, 2 bites) and +39 melee (1d8+8, butt); Space/Reach 10 ft./5 ft.; SA breath weapon (20-ft. cone of acidic gas), improved grab; SQ low-light vision, scent; AL LE; SV Fort +28, Ref +21, Will +21; Str 43, Dex 12, Con 27, Int 4, Wis 12, Cha 10.

Skills and Feats: Hide –7, Listen +18, Spot +18, Swim +29; Alertness, Cleave, Diehard, Endurance, Hover, Improved Critical (bite), Improved Critical (claw), Improved Natural Attack (bite), Improved Natural Attack (claw), Multiattack, Power Attack, Run, Weapon Focus (claw), Weapon Focus (bite).

Breath Weapon (Su): Once every 1d4 rounds, a chimeric advanced dire bear can breathe a 20-foot cone of

corrosive gas. Each creature in the area takes 3d8 points of acid damage (Reflex DC 34 half).

Improved Grab (Ex): To use this ability, a chimeric advanced dire bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

The chimeric creature template is found in the *Monster Manual II*.

Alorzulan: Male very old green dragon; CR 20; Huge dragon (air); HD 29d12+290; hp 478; Init +4; Spd 40 ft., swim 40 ft., fly 150 ft. (poor); AC 40, touch 12, flat-footed 40; Base Atk +29; Grp +49; Atk +39 melee (2d8+12, bite); Full Atk +39 melee (2d8+12, bite) and +37 melee (2d6+6, 2 claws) and +37 melee (1d8+6, 2 wings) and +37 melee (2d6+18, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA breath weapon (50-ft. cone of corrosive gas), crush 2d8+18, frightful presence, spell-like abilities, spells; SQ blindsense 60 ft., damage reduction 10/magic, darkvision 120 ft., immunities (acid, paralysis, sleep), keen senses, low-light vision, spell resistance 25, water breathing; AL LE; SV Fort +26, Ref +16, Will +22; Str 35, Dex 10, Con 30, Int 16, Wis 23, Cha 27.

Skills and Feats: Bluff +40, Concentration +42, Diplomacy +12, Hide –8, Intimidate +44, Knowledge (arcana) +35, Knowledge (history) +35, Knowledge (nature) +35, Listen +40, Search +35, Spellcraft +7, Spot +40, Swim +20, Alertness, Cleave, Flyby Attack, Hover, Improved Initiative, Maximize Spell, Multiattack, Power Attack, Widen Spell, Wingover.

Breath Weapon (Su): Once every 1d4 rounds, Alorzulan can breathe a 50-foot cone of corrosive gas. Each creature in the area takes 18d6 points of acid damage (Reflex DC 34 half).

Crush (Ex): Whenever Alorzulan flies or jumps, he can land on opponents as a standard action, using his whole body to crush them. His crush attack affects Small or smaller opponents within a 15-foot-by-15-foot area. Each potentially affected creature must succeed on a DC 34 Reflex save or be pinned, automatically taking 2d8+18 points of bludgeoning damage during the next round unless the dragon moves off. If Alorzulan chooses to maintain the pin, treat it as a normal grapple attack. Pinned opponents take damage from the crush each round if they don't escape.

Frightful Presence (Ex): Whenever Alorzulan attacks, charges, or flies overhead, each creature in a 270-foot radius that has 28 or fewer HD must make a DC 32 Will save. Failure indicates that the creature is panicked for 4d6 rounds (if it has 4 or fewer HD) or shaken for 4d6 rounds (if it has 5 or more HD).

Spell-Like Abilities: 3/day—*suggestion* (DC 21); 1/day—*plant growth*. Caster level 11th.

Spells: Alorzulan casts spells as an 11th-level sorcerer.

Keen Senses (Ex): Alorzulan can see four times as well as a human in shadowy illumination and twice as well in normal light. He also has darkvision to a range of 120 feet.

Water Breathing (Ex): Alorzulan can breathe underwater indefinitely and can freely use his breath weapon, spells, and other abilities while submerged.

Sorcerer Spells Known (6/8/8/8/8/5; save DC 18 + spell level): 0—*acid splash, dancing lights, detect magic, flare, light, mage hand, message, prestidigitation, read magic*; 1st—*alarm, charm person, mage armor, magic missile, silent image*; 2nd—*cat's grace, detect thoughts, mirror image, scorching ray, web*; 3rd—*keen edge, lightning bolt, stinking cloud, tongues*; 4th—*charm monster, dimension door, polymorph*; 5th—*cloudkill, mind fog*.

Alorzulan casts *alarm* on the front door of Sarwin castle each dawn, so his daily allotment of 1st level spells is generally less one.

Possessions: Alorzulan wears the following items: *ring of protection +4*, *ring of charisma +6* (functions as a *cloak of charisma +6*), *amulet of health +4*. He also owns a set of *ring gates*. He's hung one of these *ring gates* from the roof of a 15-foot-diameter cave deep underground. The exits of this cave have been sealed off with numerous *walls of stone*. The remainder of his treasure is stored in this cave; Alorzulan has little trouble reaching through his *ring gate* and retrieving whatever he needs from this pile, although retrieving a specific item takes him 1d4 rounds of groping. This hoard consists of 80,000 cp, 25,000 sp, 16,000 gp, 850 pp, gems worth a total of 10,000 gp, art objects worth a total of 14,000 gp, *potion of darkvision*, *+3 light mace*, *wand of levitate* (20 charges), *cloak of elvenkind*, *staff of swarming insects* (16 charges), *potion of blur*, *potion of hide from undead*, *potion of spider climb*, *oil of magic vestment +3*, divine scroll of *blindness/deafness* (caster level 5), divine scroll of *shapechange* (caster level 17), arcane scroll of *summon monster I* (caster level 1), arcane scroll of *spectral hand* (caster level 3), arcane scroll of *dispel magic* and *nondetection* (caster level 5), arcane scroll of *mind fog*, *transmute mud to rock*, and *dominate person* (caster level 9), arcane scroll of *polar ray* (caster level 15).

Description: Alorzulan is a powerfully built creature who has seen countless battles. Like his orc allies, he wears his battle scars with pride, forcing captured clerics to heal them only when the scars interfere with his mobility or strength. The most unnerving thing about the green dragon's countenance is his eyes, which smoke with an almost-liquid green gas. This smoke does not hamper his vision in any way.

Personality: Alorzulan is a crafty, patient dragon. He didn't exist for 780 years by making brash and hasty decisions. He is also very loyal and supportive of those few creatures he chooses as allies or friends; Tiboquoboc is one of these allies. Unlike many dragons, Alorzulan prefers a

nomadic life, and travels wide and far. Although slightly less intelligent than most green dragons his age, Alorzulan's force of personality and willpower more than make up for this minor shortcoming.

Goals: Tiboquoboc rescued Alorzulan from being killed by a group of adventurers over 600 years ago, and since Tiboquoboc's apparent death at the hands of the Sarwins, Alorzulan has nurtured a growing hatred for all humanity and plans a grand vengeance scheme that includes the creation of a hybrid race of giants trained as rangers and a unique breed of incredibly powerful chimera based on ancient dire bears.

Locations: Every morning, Alorzulan travels to the front doors of Sarwin Castle to cast an *alarm* spell. He then returns to the orc camp.

The villagers locked in the chieftain's hut are all tied tightly with ropes and kept in four large cages pushed up against the back half of the structure. One of the cages is now empty except for several bloodstained ropes. Each of the remaining three cages contains five malnourished, wounded, and terrified villagers. They are gagged and bound (Use Rope DC 27 to untie), and sick with exhaustion, barely able to grunt and moan in hope if they see strangers enter the hut. If rescued, the villagers are little help to the party, although they can all recount various tales of terror of the attack on Sarwin similar to the story told by Tanya Silverdusk. They want nothing more than to escape back to the village and start rebuilding their lives, although with so many of their neighbors dead, this may be difficult.

Eleven of the villagers are 1st-level human commoners, all are currently at 0 hit points and are exhausted. The twelfth is Aaron Ganileer, one-time proprietor of the Sarwin general store. Like the other villagers, he is exhausted.

Aaron Ganileer: Male human warrior 4; CR 3; Medium humanoid; HD 4d8+11; hp 29; Init +1; Spd 30 ft.; AC 11, touch 11, flat-footed 10; Atk +7 melee (1d3+3 nonlethal, unarmed strike); AL LN; SV Fort +6, Ref +2, Will +2; Str 16, Dex 12, Con 14, Int 10, Wis 8, Cha 13.

Skills and Feats: Intimidate +8, Ride +8, Swim +10; Iron Will, Toughness, Weapon Focus (longsword).

Possessions: None.

Treasure: Both of the chests in the chieftain's hut are locked (Open Lock DC 30) but not trapped; Tiboquoboc figures that Alorzulan and his minions are all the protection the chests need. Each chest contains a large number of items looted from the bodies of the Sarwins ambushed by Tiboquoboc, including 450 gp, 120 pp, 15 pieces of jewelry (worth a total of 7,500 gp), a masterwork mace, a masterwork longsword, a masterwork rapier, two masterwork daggers, a suit of masterwork breastplate armor, a *ring of protection +2*, three *rings of protection +1*, a *+1 heavy metal shield*, a pair of *rings of friend shield*, a *wand of cure serious wounds* (14 charges), a *wand of lesser restoration* (11 charges), a *wand of remove disease* (33 charges), a scroll of *heal*, a scroll of *restoration*, a scroll of *greater restoration*, and a scroll of *raise dead*.

Tactics: If the orc camp comes under attack, the Ironmaw barbarians and the progeny use ranged weapons (arrows and thrown rocks) until they are forced into melee, at which point the barbarians enter their rage. They focus their attention on humans, letting the chimeric dire bears take care of other creatures. Alorzulan takes to the air if the camp is attacked and strafes the camp with his breath weapon every few rounds, taking pains not to harm his allies (but remember, his progeny are immune to acid damage). When not using a breath weapon, he cast spells from a distance and enters melee only if the battle seems to be an assured victory or to defend himself. If things start to go badly, Alorzulan flees to the north but comes back when he is healed up to exact vengeance.

Note also that since Lzierabel has cast *status* on Alorzulan, she becomes aware of trouble at the orc camp the instant he is wounded or otherwise harmed. She immediately casts a *sending* spell to inquire, and reports Alorzulan's reply to her allies in the castle, and they are ready to come to the camp's aid if needed.

Development: Although some parties might be tempted to directly assault the orc camp, such a tactic could be suicide. A far better plan would be to avoid the camp entirely, but if the group must launch an attack, they would be well advised to stage their assaults in numerous quick raids to slowly whittle away at the camp's defenses. Tiboquoboc replenishes orc barbarians and progeny in the camp with those stationed at the castle as those in the camp fall, but he and his principal allies in the castle remain within despite the eventual fate of the orc camp.

Should the party stage multiple raids on the orc camp in an attempt to whittle down its defenses, the progeny and Alorzulan take matters into their own hands and begin to search for the characters when they retreat to heal and regroup. If he can't find their hideout, he directs the orcs and progeny to try to capture a personal item or body part from the party members the next time they attack. He then brings any captured parts to Tiboquoboc so the druid can use *greater scrying* to find out where they're hiding.

Although Alorzulan remains fiercely loyal to Tiboquoboc (as do his chimeric minions and progeny), the Ironmaw barbarians eventually grow restless and worried if the PCs continue to launch successful attacks against their encampment. If the total number of Ironmaw barbarians in the region is reduced to half their original number (11 barbarians), they rebel against Tiboquoboc and Alorzulan and try to flee into the northern mountains. Alorzulan

takes great offense at this and attacks the fleeing orcs with his breath weapon and spells; observant PCs can take advantage of this development as they see fit.

Finally, although Lzierabel and Tiboquoboc both possess methods to bring slain orcs back to life, they prefer not to waste resources and time to bring fallen warriors back to life; these methods are reserved for the principals.

Ad Hoc Experience Award: If the characters rescue some or all the villagers, grant them XP for a CR equal to the character's level –7. Thus, a 17th-level character gets a reward of 425 XP for each villager released.

SARWIN CASTLE

Once Tiboquoboc defeated the Sarwin family and overcame the village, he turned his attention to the castle itself. He knows the layout of the castle quite well, thanks to Arezi's memories. What Arezi (and by extension, Tiboquoboc) didn't know about were several powerful contingent magic effects that sprang into being when he slew the castle's keepers. This act triggered several magical effects that activated the castle's defenses. These defenses are controlled in large part by a powerful djinni named Apori, who has served the Sarwins since not long after the castle was built, and include several powerful guardians and wards from the Elemental Plane of Air. Arezi knew nothing of these wards, and thus Tiboquoboc was initially taken aback by the difficulty he faced when he tried to reenter the Pit of Ubothar. Most of his resources and energy lately has been put into various attempts to regain entrance to the pit, and the violent clashes he and his minions have had with Apori and her air elemental guardians have turned Sarwin Castle into a war zone.

Tiboquoboc's ultimate goal is to gain access to the Pit of Ubothar (encounter area 84) and complete the ritual of awakening he started 600 years ago. This ritual is fairly complex and time-consuming, and before he can start it he needs to be in control of the castle.

When the PCs arrive in Sarwin hamlet, Tiboquoboc has just started to regain control of the castle. He brings with him Alraugh, Irika, Muraxus, and Lzierabel (and her minions Amiryll and Zorkulak) to aid his efforts, leaving the rest of his forces under the watchful eye of Alorzulan. The progress of their invasion of the castle is given on the following timeline. As time goes on, and Tiboquoboc's forces start to control more of the castle, their resources are slowly diminished. The longer the party waits to tackle the Castle, the better their chances of defeating Tiboquoboc and his minions becomes. But at the same time, the longer they wait the more likely it is that Tiboquoboc can shore up his defenses in the Pit of Ubothar and awaken the beast. If he awakens the Thunder Below, the PCs may find themselves faced with a battle that they cannot win.

TIMELINE

Three Days Ago: Tiboquoboc's forces arrive in the region. While his minions lurk in the mountains directly north of the castle, he approaches the castle as Arezi after having Alorzulan horribly wound her body, accompanied by his allies (all of which are shielded by *invisibility* cast by Irika or Lzierabel). He calls out to the guards and then pretends to stumble and faint. The guards rush to his side, and then, upon realizing lost Arezi has finally returned horribly wounded, they send for the Sarwins. The entire family comes rushing out to Arezi's aid, and as they try to heal her wounds, Tiboquoboc's invisible allies spring the ambush. The battle is over in less than a minute, and the entire Sarwin line, except for Arezi herself, lies dead on the ground. The bodies are looted and the remains fed to the chimeric dire bears. Lzierabel heals Tiboquoboc's wounds and then he unleashes the full might of his forces upon the village. That night, as they bask in the glory of their successes, the progeny and Ironmaw orcs quickly build the orc camp.

Two Days Ago: Once he is satisfied that the orc camp is secure, Tiboquoboc and several of his allies attempt to enter Castle Sarwin only to find it has become trapped by several lightning traps and is guarded by numerous air elementals. After being forced to retreat, they attempt to invade the castle through the towers, only to be soundly thrashed by several powerful air elementals and a powerful djinni named Apori. Enraged at this turn of events, Tiboquoboc selects several Ironmaw barbarians, and they and several of the druid's allies try again to get into Castle Sarwin. This time, armed with foreknowledge of what to expect, they defeat the guardians and traps on the ground floor of the castle. Emboldened by his success, he heads straight down into the dungeons toward the Pit of Ubothar only to find the entrance has been blocked by a powerful effect resembling a *wall of force* that blocks even extradimensional movement. After wasting several hours and resources on failed attempts to get into the pit with magic and force, they retreat back up to the ground floor to cast several divination spells. Through these efforts, Tiboquoboc learns that the guardian djinni of Sarwin, Apori, controls both the elementals and the means to activate and deactivate the wards around the Pit of Ubothar. This device, a *stasis scepter*, can lift these wards with ease.

Yesterday: After recuperating from the previous night's battles, Tiboquoboc fortifies his position on the ground floor of the castle, and then begins a series of daily forays into the upper floors of the castle with his allies in an attempt to reach Apori and take the *stasis scepter* from her. In the meantime, Tiboquoboc seals all the stairways leading up with *walls of stone*, except for the one in area 28, in an attempt to further fortify the ground floor.

He meets with his allies at 8:00 at night after they waken from a day's rest. They go over their tactics for the day and discuss the previous day's successes and failures for about an hour, and at 9:00 they climb the stairs in area 28 and begin to assault the upper floor. On this day, they secure areas 49–52, and close off the two doors to area 37 with *walls of stone*. Lzierabel casts several *planar ally*-type spells to set demonic guards at key locations in the ground floor and dungeon.

Day 1: The PCs arrive in Sarwin on this day at a time selected by you; it's recommended that they arrive in the village as the sun sets to provide a more chilling introduction to the ruined village. The rest of this timeline proceeds as if the PCs do nothing to oppose Tiboquoboc; if they do, you need to alter Tiboquoboc's progress accordingly.

At 8:00 that night, Tiboquoboc and his minions make another attempt to explore the upper floors. He uses *transmute rock to mud* to destroy the *wall of stone* blocking the north door from area 51. They defeat the guardians in areas 34–37 and in areas 45–46 before being forced to retreat from the guardian of area 47 at 11:30. He blocks off area 37 from the northern section with a *wall of stone* this night.

Lzierabel and Irika use all their available healing spells to cure the wounded. Tiboquoboc uses three charges from his *staff of conjuration*.

Day 2: Tiboquoboc and his minions meet again at 8:00 at night to plan the night's attack. They head upstairs at 9:00 again, and although they find that several more air elementals have appeared, they secure the same areas they breached the previous day, in addition to areas 38, 39–41, 44–45, and 53–56 before they are forced to retreat at 12:00 midnight. Among the loot they discover is a large cache of diamonds hidden in a wall safe in area 56 (15,000 gp in all). This stash was originally meant as a resurrection fund for slain members of the Sarwin family, and it will be put to use by Lzierabel the next day. Alraugh is slain by a particularly tough air elemental, as are three of the Ironmaw orcs that serve Tiboquoboc as guards.

Tiboquoboc has used two more charges from his *staff of conjuration*. He replaces the three slain Ironmaw orcs with new orcs from the orc camp.

Day 3: Lzierabel casts a *resurrection* spell on Alraugh, using up most of the diamonds (10,000 gp worth) the group discovered in area 45 the day before. Alraugh loses a level of barbarian as a result, but he remains as loyal as ever to Tiboquoboc.

The group meets again at 8:00, and this time the spellcasters use more divination magic to determine that a magic key called the *sky key* is hidden in room 43; the divinations reveal that the key is kept in a nearly impregnable metal safe, so Tiboquoboc prepares a *transmute metal to wood* spell that day in place of a quickened *poison* spell. They head upstairs again at 9:00 and defeat several more air elementals and add area 43 to their list of conquests. They find the *sky key* hidden in the room and use it to access areas 26, 48, and 60, whereupon they are attacked by several powerful air elementals, Tisa the ghaele fighter, and Apori herself. The battle is furious and they are once again forced to retreat. All Tiboquoboc's bodyguards (four Ironmaw orcs and the progeny half-dragon) are slain, as are Irika and Alraugh (again). They escape with Irika's body and gear, but lose Alraugh's body and gear to Apori.

That evening, Tiboquoboc and Lzierabel have a fierce argument; Tiboquoboc wants her to use *miracle* spells to bring back Irika and Alraugh from the dead but Lzierabel refuses to do so since it would cost her more than she wants to lose in experience. They finally come to an agreement; Irika is raised from the dead (using the rest of the diamonds from the stash) and Lzierabel and her cohorts accompany Tiboquoboc the next day.

Tiboquoboc replaces his four orc bodyguards and his progeny half-dragon guard from replacements from the orc camp.

At 5:00 on the morning of Day 4, Muraxus decides he's had enough and sneaks out of the castle and flees to the south. He steals a fair amount of loot from area 18 as he does.

Day 4: Tiboquoboc flies into a rage and slays his four new orc bodyguards when he discovers that Muraxus has not only stolen some of the best loot, but has also abandoned him. He replaces the slain orcs with more orcs from the camp, and then organizes an all-out attack on the main tower at 8:00, inviting Alorzulan into the castle for the meeting as well.

At 9:00, the group goes upstairs to assault the Skytower again. At the same time, Alorzulan, the chimeric dire bears, and any remaining progeny attack the tower from outside. This two-pronged assault on Apori's home is successful, and in the terrific battle that results, Apori causes the *Skytower portal* to self-destruct. The resulting explosion, coupled with the significant damage done to the tower by Alorzulan and his minions from outside, is enough to slay everyone in areas 60–62 and causes the Skytower to break apart and plunge down the cliff into the forest below. Lzierabel and Amiryll, shaken by the explosion, decide to flee to Lzierabel's monastery with the aid of a *miracle* spell cast to duplicate a *word of recall*. They leave Zorkulak behind; Lzierabel figures she can always get a new undead bodyguard.

Although Arezi herself is slain, Tiboquoboc himself is protected from the explosion since he possessed her at the time of detonation. His ghostly form emerges from Arezi moments after the destructive explosion, and although he has a few moments of regret at losing so many powerful allies, Tiboquoboc remains eager to recover the *stasis scepter* from the ruins of the Skytower. He spends the better part of the night searching the ruins of the tower (much of which slid down the cliffside into the forest below), until

he finally finds Apori's remains and the *stasis scepter* at 3:00 in the morning. He returns to area 49 to rest and recover and prepare for the ritual of awakening. He also possesses an Ironmaw orc in the area.

Day 5: Tiboquoboc wakens at 1:00 in the afternoon and immediately descends into the dungeon level with Alorzulan (*polymorphed* into a smaller form). They get into the Pit of Ubothar with ease using the *stasis scepter*. Tiboquoboc demands Alorzulan guard him while he begins the intensive 24-hour ritual needed to awaken Ubothar at 2:30 in the afternoon.

Day 6: At 2:30 in the afternoon, Tiboquoboc successfully wakens Ubothar. See the section on Concluding the Adventure for details on what happens next.

THE INVADERS OF SARWIN CASTLE

Tiboquoboc and his allies are not static; they do not remain in only one room during this adventure. Thus, their statistics are presented here rather than keying them to specific chambers. These NPCs are all quite complex, and you should strive to play them with the same intelligence and dedication that your players use for their own characters.

TIBOQUOBOC

The primary villain in this adventure is Tiboquoboc; he's also the most complex villain in the adventure. As a ghost, Tiboquoboc can use his malevolence ability to possess living hosts; for the most part, he prefers to remain in control of Arezi Sarwin since he has grown used to controlling her and takes a perverse glee in using one of his hated enemies in this manner. He remains with Arezi until he is forced to flee her body (such as if he is successfully turned by a cleric) or she is slain or incapacitated, at which point he seeks out a new host as soon as possible.

Tiboquoboc's history and goals are detailed in full at the start of this adventure under the Adventure Background section.

As long as Tiboquoboc is possessing Arezi, he has the following statistics:

Tiboquoboc (while possessing Arezi): Female human ghost druid 6/sorcerer 5/geomancer 9; CR 20; Medium humanoid (augmented undead); HD 6d12+12 plus 5d12+10 plus 9d12+18; hp 15; Init +1; Spd 30 ft.; AC 18, touch 9, flat-footed 17; Base Atk +12; Grp +12; Atk +14 melee (1d6+2 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*); Full Atk +14/+9/+4 melee (1d6+2 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*); SA malevolence, manifestation, telekinesis; SQ animal companion, darkvision 60 ft., ley lines +2, nature sense, rejuvenation, resist nature's lure, spell versatility 8, trackless step, turn resistance +4, undead traits, wild empathy +11, wild shape (Small or Medium animal 3/day), woodland stride; AL NE; SV Fort +19, Ref +12, Will +30; Str 10, Dex 12, Con 14, Int 13, Wis 26, Cha 20.

Skills and Feats: Concentration +21, Hide +8, Knowledge (arcana) +19, Knowledge (nature) +24, Listen +24, Search +9, Spellcraft +24, Spot +24; Augment Summoning, Craft Magic Arms and Armor, Craft Wondrous Item, Extend Spell, Natural Spell, Quicken Spell, Spell Focus (conjuration).

Malevolence (Su): The Will save to resist Tiboquoboc's malevolence attack is DC 25.

Manifestation (Su): When manifested, Tiboquoboc can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore damage from any corporeal source. He can pass through solid objects at will, and his own attacks pass through armor. He always moves silently. He can strike with his ghost touch weapon. His spells affect targets on the Ethereal Plane normally and targets on the Material Plane normally unless they rely on touch.

Telekinesis (Su): Tiboquoboc can use *telekinesis* at will (caster level 20th) as a standard action, once every 1d4 rounds.

Animal Companion: Tiboquoboc currently has no animal companions.

Ley Lines: As a geomancer, Tiboquoboc has forged magical connections with the mountains and forests of the world. While in forested or mountainous terrain, he casts any spell at +2 caster level.

Nature Sense: Tiboquoboc can identify plants and animals with perfect accuracy. He can determine whether water is safe to drink or dangerous.

Rejuvenation (Su): Tiboquoboc is bound to his mortal remains, and must remain within 60 feet of their location at all times. His remains currently consist of nothing more than a partial skeleton that weighs 40 lbs. While he is possessing Arezi, he carries these bones wrapped in cloth in her *Heward's handy haversack;* this allows him full mobility in the physical world. The partial skeleton has hardness 6 and 10 hit points. If his bones are destroyed, his link to the realm of the living is severed and he loses this ability. While this means he can travel wherever he wishes even while not possessing someone, it also means that if his ghostly form and his remains are destroyed, he is forever dead. Naturally, Tiboquoboc is quite protective of his remains.

Resist Nature's Lure: Tiboquoboc gains a +4 bonus to saving throws against the spell-like abilities of fey creatures (such as dryads, nymphs, and sprites).

Spell Versatility: As a geomancer, Tiboquoboc has learned how to blend divine and arcane magic. He can mix and match spellcasting parameters from his sorcerer or druid class to gain maximum possible advantage for any spell of 8th level or less. This allows him to cast his sorcerer spells as druid spells (and thus suffer no chance of arcane spell failure from armor). He uses his Wisdom

score to set the save DC for his sorcerer spells, as well as to determine bonus sorcerer spells. He can spontaneously convert any of his sorcerer spells into *summon nature's ally* spells as if they were druid spells.

Trackless Step: Tiboquoboc leaves no trail in natural surroundings and cannot be tracked.

Turn Resistance (Ex): Tiboquoboc is treated as a 24-HD undead for the purpose of turn, rebuke, command, or bolster attempts.

Undead Traits: Tiboquoboc is immune to mind-affecting effects. He cannot be *raised*, and *resurrection* works only if it is willing. Darkvision 60 ft.

Wild Empathy (Ex): Tiboquoboc can use body language, vocalizations, and demeanor to improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. His bonus on this check is +11.

Wild Shape (Su): Tiboquoboc can change into a Small or Medium animal and back again three times per day as per the *polymorph* spell. Unlike the standard use of the spell, however, he may adopt only one form. Tiboquoboc regains hit points as if he has rested for a day. He does not risk the standard penalty for being disoriented while in his wild shape. He gains all the creature's special abilities when he does so.

Woodland Stride: Tiboquoboc may move through natural thorns, briars, overgrown areas, and similar terrain at his normal speed and without suffering damage or other impairment. However, thorns, briars, and overgrown areas that are enchanted or magically manipulated to impede motion still affect him.

Druid Spells Prepared (6/7/7/7/6/5/4/3/2; save DC 18 + spell level, or 19 + spell level for conjuration spells): 0—*flare* (2), *know direction* (2), *resistance* (2); 1st—*charm animal, entangle, faerie fire, obscuring mist** (2), *produce flame* (2); 2nd—*animal messenger, cat's grace, flame blade, owl's wisdom, resist energy, summon swarm**, *wood shape*; 3rd—*call lightning, contagion,* extended *flaming sphere, poison, sleet storm**, *spike growth, wind wall*; 4th—*dispel magic,* extended *greater magic fang* (3), *flame strike, ice storm*; 5th—*baleful polymorph, call lightning storm, transmute mud to rock, transmute rock to mud, wall of thorns**; 6th—extended *wall of fire, fire seeds**, quickened *flame blade, transport via plants*; 7th—*fire storm, greater scrying,* quickened *poison*; 8th—*finger of death,* quickened *flamestrike.*

Sorcerer Spells Known (6/8/6; save DC 18 + spell level or 19 + spell level for conjuration spells): 0—*acid splash**, *dancing lights, detect magic, ray of frost, read magic, touch of fatigue*; 1st—*burning hands, enlarge person, grease**, *ray of enfeeblement*; 2nd—*mirror image, web.*

Possessions: *+2 ghost touch icy burst scimitar, +1 ghost touch wild dragonhide full plate, staff of conjuration* (13 charges), *ring of x-ray vision, amulet of proof against detection and location, periapt of wisdom +6, cloak of resistance +5, pink and green sphere ioun stone* (+2 Cha), *druid's vestments, Heward's handy haversack, wand of charm person* (caster level 1st, 14 charges).

Only the *haversack* and the *wand of charm person* are Arezi's; the others are Tiboquoboc's items. One of his first acts after possessing Arezi was to reclaim these from his bones, which he carries around in Arezi's magic haversack.

The geomancer prestige class is detailed in *Masters of the Wild*. This prestige class allows one to use the magical power of the natural world to combine divine and arcane magic into something more. As a result, the geomancer drifts increasingly closely to nature himself. This drift is a physical change, and as such, it does not affect any bodies Tiboquoboc possesses. He retains the ability to use his other powers, however.

As Arezi, Tiboquoboc appears as a once-pretty young human woman. His long tenancy in her body has left its mark, though, especially in the numerous grotesque tribal tattoos he has applied to her face, shoulders, arms, and back. Her black hair is wild and unkempt, her posture somewhat slouched, and her manner of speaking rough yet calculating. A player who makes a Sense Motive check (DC 20) while interacting with Arezi notes something even more strange and chilling . . . a hard to shrug-off hunch that when she looks at you, more than one set of eyes is watching.

Tiboquoboc used to have both an animal companion and a familiar, but both recently died in encounters with Apori's traps and minions. Naturally, this has only further fueled his hatred, rage, and need to unleash Ubothar upon the world.

If he is forced out of Arezi's body in any way, his statistics change to the following:

Tiboquoboc: Male orc ghost druid 6/sorcerer 5/geomancer 9; CR 25; Medium undead (augmented humanoid, incorporeal); HD 6d12 plus 5d12 plus 9d12; hp 130; Init +1; Spd fly 30 ft. (perfect); AC 25, touch 16, flat-footed 24; Base Atk +12; Grp —; Atk +15 melee (1d6+2 plus 1d6 cold/18–20, *+2 ghost touch icy burst scimitar*); Full Atk +15/+10/+5 melee (1d6+2 plus 1d6 cold/18–20, *+2 ghost touch icy burst scimitar*); SA corrupting gaze, malevolence, manifestation, pounce, rage, telekinesis; SQ animal companion, darkvision 60 ft., drift, incorporeal subtype, ley lines +2, low-light vision, nature sense, rejuvenation, resist nature's lure, spell versatility 8, trackless step, turn resistance +4, undead traits, wild empathy +11, wild shape (Small or Medium animal 3/day), woodland stride; AL NE; SV Fort +17, Ref +14, Will +28; Str –, Dex 12, Con –, Int 13, Wis 26, Cha 20.

Skills and Feats: Concentration +24, Hide +13, Knowledge (arcana) +19, Knowledge (nature) +24, Listen +24, Search +9, Spellcraft +24, Spot +24; Augment Summoning,

Craft Magic Arms and Armor, Craft Wondrous Item, Extend Spell, Natural Spell, Quicken Spell, Spell Focus (conjuration).

Corrupting Gaze (Su): Tiboquoboc's gaze attack has a range of 30 feet. The target can make a DC 25 Fortitude save to avoid 2d10 points of damage and 1d4 points of Charisma damage.

Malevolence (Su): The Will save to resist Tiboquoboc's malevolence attack is DC 25.

Manifestation (Su): When manifested, Tiboquoboc can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore damage from any corporeal source. He can pass through solid objects at will, and his own attacks pass through armor. He always moves silently. He can strike with his ghost touch weapon. His spells affect targets on the Ethereal Plane normally and targets on the Material Plane normally unless they rely on touch.

Pounce (Ex): If Tiboquoboc charges a foe, he can make a full attack even though he has moved.

Rage: While Tiboquoboc rages, the following changes to his statistics are in effect: AC 23, touch 14, flat-footed 22; SV Will +30. His rage lasts for 8 rounds.

Telekinesis (Su): Tiboquoboc can use telekinesis at will (caster level 20th) as a standard action, once every 1d4 rounds.

Animal Companion: Tiboquoboc currently has no animal companions.

Drift: As a geomancer, Tiboquoboc's powerful connection to the brutal side of nature (in particular, to the power of Ubothar) has caused him to drift closer to this savage realm physically. This has caused the following changes to his appearance:

- His skin has turned green and scaly.
- His touch causes flowers to wilt.
- His eyes have become as sharp as a rat's, granting him low-light vision.
- He became as swift as an elk, increasing his land speed by +5 feet.
- Deer antlers grew from his forehead (granting a gore attack for 1d6 damage).
- His mouth extended into a crocodilian shape (granting a bite attack for 1d6 damage).
- He can enter a battle rage like a wolverine (if he takes damage, he rages as a 1st-level barbarian).
- He can pounce like a leopard (when he makes a charge attack, he can follow with a full attack).
- He has become unnaturally graceful, and gains a +2 bonus on Reflex saves.

Ethereal: The following changes apply to Tiboquoboc's statistics against ethereal opponents: Spd 35 ft.; AC 20, touch 11, flat-footed 19; Grp +15; Atk +15 melee (1d6+3, gore) or +17 melee (1d6+6 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*); Full Atk +15 melee (1d6+3, gore) and +10 melee (1d6+1, bite) or +17/+12/+7 melee (1d6+6 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*) and +10 melee (1d6+1, gore) and +10 melee (1d6+1, bite); Str 16. *Pounce (Ex):* If Tiboquoboc charges a foe, he can make a full attack even though he has moved. *Rage:* AC 18, touch 9, flat-footed 17; Grp +17; Atk +17 melee (1d6+5, gore) or +19 melee (1d6+9 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*); Full Atk +17 melee (1d6+5, gore) and +12 melee (1d6+2, bite) or +19/+14/+9 melee (1d6+9 plus 1d6 cold/18–20, +2 *ghost touch icy burst scimitar*) and +12 melee (1d6+2, gore) and +12 melee (1d6+2, bite); SV Will +30; Str 20.

Incorporeal Subtype: Tiboquoboc can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, spell-like abilities, or supernatural abilities; immune to all nonmagical attack forms. He has a 50% chance to ignore any damage from a corporeal source (except for force effects, such as *magic missiles*, and attacks made with ghost touch weapons); can pass through solid objects (but not force effects) at will. His attacks ignore natural armor, armor, and shields (though deflection bonuses and force effects work normally). Tiboquoboc moves silently (cannot be heard with Listen checks unless desired).

Ley Lines: As a geomancer, Tiboquoboc has forged magical connections with the mountains and forests of the world. While in forested or mountainous terrain, he casts any spell at +2 caster level.

Nature Sense: Tiboquoboc can identify plants and animals with perfect accuracy. He can determine whether water is safe to drink or dangerous.

Rejuvenation (Su): Tiboquoboc is bound to his mortal remains, and must remain within 60 feet of their location at all times. His remains currently consist of nothing more than a partial skeleton that weighs 40 lbs. While he is possessing Arezi, he carries these bones wrapped in cloth in her Heward's handy haversack; this allows him full mobility in the physical world. The partial skeleton has hardness 6 and 10 hit points. If his bones are destroyed, his link to the realm of the living is severed and he loses this ability. While this means he can travel wherever he wishes even while not possessing someone, it also means that if his ghostly form and his remains are destroyed, he is forever dead. Naturally, Tiboquoboc is quite protective of his remains.

Resist Nature's Lure: Tiboquoboc gains a +4 bonus to saving throws against the spell-like abilities of fey creatures (such as dryads, nymphs, and sprites).

Spell Versatility: As a geomancer, Tiboquoboc has learned how to blend divine and arcane magic. He can mix and match spellcasting parameters from his sorcerer or

(kept in Arezi's magic haversack) and his gear. Possessing someone near this equipment is his most efficient method of accomplishing this goal, but he could also send one of his minions to gather the lost items. Since this temporarily deprives him of the ghostly equivalents of his gear, he is loath to use this tactic.

One particularly devastating tactic that Tiboquoboc can utilize while he is in ghostly form is to hide in the walls of the castle and use his *ring of x-ray vision* to observe and spy on his enemies. Since he has no Constitution score, he can use this ring for as long as he desires with few repercussions. He can even hound enemies by using summoning spells to call in creatures to attack from his safe vantage point out of sight in a wall.

Goals: Tiboquoboc's goal in Sarwin is to reach the Pit of Ubothar and complete the ritual of awakening he started so long ago. Before he can do so, however, he must gain control of the castle's defenses. He and his allies have discovered that access to the pit itself has been blocked by *wall of force* and *dimensional lock* spells. Lacking the means to remove the *walls of force,* they used divination magic to determine that both spells were controlled by a magical scepter in the possession of a powerful djinni named Apori. Unfortunately for Tiboquoboc, Apori is also the party responsible for the potent guardians and traps that greeted them when they first invaded the castle. Since then, Tiboquoboc and his allies have been working at finding a way into Apori's sanctum to defeat her and gain control of the *stasis scepter* she possesses.

Locations: Tiboquoboc holds a meeting with his minions at 8:00 PM in area 51, and he spends the next several hours searching the various rooms on the second floor of the castle for a way into the Skytower. Afterward, he reads and sleeps in area 49.

ALRAUGH

The current leader of the Ironmaw Orcs is a savage, murderous, hate-filled orc named Alraugh. He has absorbed and honed his hatred of humanity, focused after a lifetime listening to the tales of how his people's ancestral home was wrested from their control and their holy leader laid low by humans. When Tiboquoboc sought out the Ironmaw orcs after escaping Sarwin in Arezi's body, he quickly learned of Alraugh's hatred and after a tense meeting, he convinced the orc warlord of the truth of his identity.

Alraugh: Male orc barbarian 14/fighter 4; CR 18; Medium humanoid; HD 14d12+56 plus 4d10+16; hp 185; Init +1; Spd 30 ft.; AC 22, touch 13, flat-footed 22; Base Atk +18; Grp +22; Atk +30 melee (2d4+17 plus 2d6/15–20, *+3 vicious human bane falchion*) or +20 ranged (1d8+8/×3, masterwork [+8 Str bonus] composite longbow); Full Atk +30/+25/+20/+15 melee (2d4+17 plus 2d6/15–20, *+3 vicious human bane falchion*) or +20/+15/+10/+5 ranged (1d8+8/×3, masterwork [+8 Str bonus] composite longbow); SQ darkvision 60 ft., damage reduction 3/–, fast movement, improved uncanny dodge, indomitable will, light sensitivity, rage 4/day, trap sense +4, uncanny dodge; AL CE; SV Fort +17, Ref +6, Will +7; Str 26, Dex 12, Con 18, Int 8, Wis 10, Cha 14.

Skills and Feats: Intimidate +23, Jump +21, Listen +17; Cleave, Diehard, Endurance, Great Cleave, Improved Critical (falchion), Iron Will, Power Attack, Quick Draw, Weapon Focus (falchion), Weapon Specialization (falchion).

Improved Uncanny Dodge (Ex): Alraugh can no longer be flanked, since he can react to opponents on opposite sides of him as easily as he can react to a single attacker. This defense denies rogues the ability to use flank attacks to sneak attack him. The exception to this defense is that a rogue at least four levels higher than Alraugh can flank him (and thus sneak attack him).

Indomitable Will (Ex): While in a rage, Alraugh gains a +4 bonus on Will saves to resist enchantment spells.

Greater Rage: While Alraugh rages, the following changes to his statistics are in effect: HD 14d12+98 plus 4d10+28; hp 239; AC 20, touch 11, flat-footed 20; Grp +29; Atk +33 melee (2d4+21 plus 2d6/15–20, *+3 vicious human bane falchion*) or +20 ranged (1d8+8/×3, masterwork [+8 Str bonus] composite longbow); Full Atk +33/+28/+23/+18 melee (2d4+21 plus 2d6/15–20, *+3 vicious human bane falchion*) or +20/+15/+10/+5 ranged (1d8+8/×3, masterwork [+8 Str bonus] composite longbow); SV Fort +20, Will +10; Str 32, Con 24; Jump +24. His rage lasts for 10 rounds.

Light Sensitivity (Ex): Alraugh is dazzled in bright sunlight or within the radius of a *daylight* spell.

Trap Sense (Ex): Alraugh gains a +4 bonus on reflex saves made to avoid traps and a +4 bonus to AC against attacks made by traps.

Uncanny Dodge (Ex): Alraugh gains the ability to react to danger before his senses would normally allow him to even be aware of it. He retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

Possessions: +3 vicious human bane falchion, masterwork (+8 Str bonus) composite longbow, 40 arrows, *+3 moderate fortification scale mail, +2 animated heavy steel shield, belt of giant strength +4, amulet of health +2, ring of protection +2.*

Alraugh is a powerfully built orc covered with tribal tattoos and scars marking him as a warlord of the Ironmaw tribe. His hair hangs in long dreadlocks to his waist.

Tactics: Alraugh is not a subtle fighter. Although he is shockingly charismatic for an orc, his grasp of tactics is not deep. His preferred method of combat is to wade in to attack the toughest looking enemy, using Power Attack at

druid class to gain maximum possible advantage for any spell of 8th level or less. This allows him to cast his sorcerer spells as druid spells (and thus suffer no chance of arcane spell failure from armor). He uses his Wisdom score to set the save DC for his sorcerer spells, as well as to determine bonus sorcerer spells. He can spontaneously convert any of his sorcerer spells into summon nature's ally spells as if they were druid spells.

Trackless Step: Tiboquoboc leaves no trail in natural surroundings and cannot be tracked.

Turn Resistance (Ex): Tiboquoboc is treated as a 24-HD undead for the purpose of turn, rebuke, command, or bolster attempts.

Undead Traits: Tiboquoboc is immune to mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. He is not subject to critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. He cannot be *raised*, and *resurrection* works only if it is willing. Darkvision 60 ft.

Wild Empathy (Ex): Tiboquoboc can use body language, vocalizations, and demeanor to improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. His bonus on this check is +11.

Wild Shape (Su): Tiboquoboc can change into a Small or Medium animal and back again twice per day as per the polymorph spell. Unlike the standard use of the spell, however, he may adopt only one form. Tiboquoboc regains hit points as if he has rested for a day. He does not risk the standard penalty for being disoriented while in his wild shape. He gains all the creature's special abilities when he does so.

Woodland Stride: Tiboquoboc may move through natural thorns, briars, overgrown areas, and similar terrain at his normal speed and without suffering damage or other impairment. However, thorns, briars, and overgrown areas that are enchanted or magically manipulated to impede motion still affect him.

Druid Spells Prepared (6/7/7/7/6/5/4/3/2; save DC 18 + spell level, or 19 + spell level for conjuration spells): 0—*flare* (2), *know direction* (2), *resistance* (2); 1st—*charm animal, entangle, faerie fire, obscuring mist** (2), *produce flame* (2); 2nd—*animal messenger, cat's grace, flame blade, owl's wisdom, resist energy, summon swarm*, wood shape*; 3rd—*call lightning, contagion,* extended *flaming sphere, poison, sleet storm*, spike growth , wind wall*; 4th—*dispel magic,* extended *greater magic fang* (3), *flame strike, ice storm;* 5th—*baleful polymorph, call lightning storm, transmute mud to rock, transmute rock to mud, wall of thorns*;* 6th—extended *wall of fire, fire seeds**, quickened *flame blade, transport via plants;* 7th—*fire storm, greater scrying,* quickened *poison;* 8th—*finger of death,* quickened *flamestrike.*

Sorcerer Spells Known (6/8/6; save DC 18 + spell level or 19 + spell level for conjuration spells): 0—*acid splash**, *dancing lights, detect magic, ray of frost, read magic, touch of fatigue;* 1st—*burning hands, enlarge person, grease*, ray of enfeeblement;* 2nd—*mirror image, web.*
*Conjuration spell

Possessions: *+2 ghost touch icy burst scimitar, +1 ghost touch wild dragonhide full plate, staff of conjuration* (13 charges), *ring of x-ray vision, amulet of proof against detection and location, periapt of wisdom +6, cloak of resistance +5, pink and green sphere ioun stone* (+2 Cha), master key to Sarwin Castle. These items of equipment (except for the *ioun stone* and key, which are real) are ghostly versions of Tiboquoboc's actual possessions. If a living creature gains possession of one of these items, the ghostly equivalent Tiboquoboc uses vanishes until he can reclaim possession of the original item. If he is forced to vacate Arezi's body as a result of being turned by a cleric, all these items vanish at once since Arezi, now in control of her own body after all these years, also controls Tiboquoboc's gear (and his bones).

In his ghostly true form, Tiboquoboc is quite horrifying to behold. He appears as a burly orc with a body festooned with tribal tattoos (the same ones he placed on Arezi's body while he was in control of it). These tattoos, along with his eyes and mouth, seem to glow with orange internal fire. Additionally, his geomancer drift has caused further changes to his appearance (see above), causing his skin to turn green and scaly, a pair of deerlike antlers to grow from his head, and elongating his jaws into a toothy crocodilian smile.

Tactics: While he is in control of Arezi's body, Tiboquoboc avoids melee combat. Even though his skill with the scimitar remains considerable, he knows that Arezi's body is fragile and if it is slain, he won't be able to exult in her despair when he finally unleashes the Thunder Below and forces her to sacrifice herself to the beast. As a result, he tends to hang back in combat and use his spells to fight while any minions he has nearby engage enemies in melee. If forced into combat, Tiboquoboc prefers to use his wildshape ability to assume the form of a dire tiger or dire bear to maximize his Armor Class; remember the armor bonus from his *wild dragonhide* remains in effect in any wildshape form he assumes. While he remains in Arezi's body, he never travels anywhere without at least four Ironmaw barbarians and one progeny of Alorzulan. Alraugh is also usually somewhere nearby to protect him. If sorely pressed, he attempts to escape to gather his other allies and strike back as an organized force.

If he is forced to vacate Arezi's body, his first order of business becomes the reacquisition of his mortal remains

its fullest despite the level of armor worn by his enemy. Now that he has become Tiboquoboc's de facto bodyguard, though, he takes pains to avoid these tactics and instead stays within 30 feet of his master so he can rush to the ghost's aid if needed. He focuses his attacks on clerics or paladins, since Tiboquoboc has warned him that their ability to turn undead is perhaps his greatest weakness. Despite his loyalty, though, the heat of battle tends to blind him. If he drops below 100 hit points, Alraugh's ingrained hatred takes over, and he abandons Tiboquoboc to chase down and assault any humans in sight.

Goals: Alraugh is loyal to Tiboquoboc and views the orc ghost as akin to a demigod returned from the past to lead his people back into their ancestral lands.

Locations: Alraugh can be found at Tiboquoboc's side, serving as a bodyguard. The only time he leaves the ghostly geomancer is for an hour every evening at 6:00, when he travels to the orc camp to make sure things are going well. He makes this journey with two of the Ironmaw barbarians that normally guard Tiboquoboc.

IRIKA

Irika is the newest of Tiboquoboc recruits. He encountered her only a few short months ago as he was making the final preparations for his assault on Sarwin. Irika had captured several human merchants and was entertaining herself by forcing them to fight each other to the death by using her magic to alter their allegiances and perceptions of reality. Impressed with her obvious hatred of the humans, Tiboquoboc revealed his true nature to her after she had finished with the merchants. When he told her of his plan to deal untold pain on the human civilizations to the south, she readily agreed to aid him and joined his army at once.

Irika: Female harpy bard 13; CR 17; Medium monstrous humanoid; HD 7d8+7 plus 13d6+13; hp 96; Init +3; Spd 20 ft., fly 80 ft. (average); AC 16, touch 15, flat-footed 13; Base Atk +16; Grp +15; Atk +16/+11/+6/+1 melee (1d4/18–20, *+1 human bane kukri*) and +10 melee (1d3–1, 2 claws); SA captivating song; SQ bardic knowledge +13, bardic music (countersong, *fascinate*, inspire courage +2, inspire greatness, *song of freedom*, *suggestion*) 13/day, darkvision 60 ft.; AL NE; SV Fort +7, Ref +16, Will +14; Str 8, Dex 17, Con 12, Int 10, Wis 12, Cha 25.

Skills and Feats: Balance +5, Bluff +39, Diplomacy +14, Intimidate +16, Jump +1, Listen +11, Perform (oratory) +14, Perform (sing) +33, Sense Motive +16, Spot +3, Tumble +26; Combat Casting, Dodge, Flyby Attack, Mobility, Persuasive, Spring Attack.

Captivating Song (Su): When Irika sings, every creature (other than a harpy) within a 300-foot spread must succeed on a DC 20 Will save or become captivated. This is a sonic, mind-affecting charm effect. The effect continues for as long as Irika sings and for 1 round thereafter. A creature that successfully saves cannot be affected again by the same harpy's song for 24 hours. The save DC is Charisma-based.

Bardic Knowledge: Irika may make a bardic knowledge check with a bonus of +13 to see whether she knows some relevant information about local notable people, legendary items, or noteworthy places.

Bardic Music: Irika can use his song or poetics to produce magical effects on those around her.

Countersong (*Su*): Irika can counter magical effects that depend on sound by making a Perform check for each round of countersong. Any creature within 30 feet of her who is affected by a sonic or language-dependent magical attack may use her Perform check result in place of its saving throw if desired. Countersong lasts for 10 rounds.

Fascinate (*Sp*): Irika can cause a single creature within 90 feet that can see and hear her to become fascinated with her. Her Perform check result is the DC for the opponent's Will save. Any obvious threat breaks the effect. Fascination lasts 13 rounds.

Inspire Courage (*Su*): Each ally who can hear Irika receives a +2 morale bonus on saves against charm and fear effects and a +2 morale bonus on attack and weapon damage rolls. The effect lasts for 5 rounds after the ally can no longer hear Irika.

Inspire Greatness (*Su*): Irika can inspire greatness in herself or up to two willing allies within 30 feet, granting extra fighting capability. The effect lasts for as long as the ally hears the bard sing and for 5 rounds thereafter. A creature inspired with greatness gains 2 bonus Hit Dice (d10s), the commensurate number of temporary hit points, a +2 competence bonus on attack rolls, and a +1 competence bonus on Fortitude saves.

Song of Freedom (*Sp*): Irika can create an effect equivalent to the *break enchantment* spell (caster level 13th). Using this ability requires 1 minute of uninterrupted concentration and music, and it functions on a single target within 30 feet. Irika can't use *song of freedom* on herself.

Suggestion (*Sp*): Irika can make a *suggestion* (as the spell) to a creature she has already fascinated. A DC 20 Will save negates the effect.

Bard Spells Known (3/5/5/5/3/1; save DC 17 + spell level): 0—*daze, detect magic, lullaby, mage hand, open/close, read magic*; 1st—*charm person, cure light wounds, silent image, undetectable alignment*; 2nd—*blindness/deafness, cat's grace, invisibility, sound burst*; 3rd—*confusion, cure serious wounds, haste, sepia snake sigil*; 4th—*cure critical wounds, dimension door, dominate person, shadow conjuration*; 5th—*false vision, mass suggestion*.

Possessions: +1 human bane kukri, ring of protection +2, circlet of persuasion, cloak of Charisma +4, gold and ruby necklace worth 2,000 gp, gold and ruby anklet worth 1,700 gp.

Irika's feathers and skin both are a distinctive dull yellow color. The tips of her wing feathers are black, as is her hair and her narrow eyes. She has a violent, predatory look to her visage, and she enjoys singing lullabies of terrible tortures she's visited upon her past victims.

Tactics: Irika prefers to use her magic and captivating song to sow dissent among her enemies. Once she has confused, suggested, dominated, and charmed at least half her enemies, she gives them orders to fight each other to the death for her entertainment; those who resist are captivated with her song and become victims to those who can't resist her commands. She's a coward at heart though, and if she's engaged in melee, she turns herself invisible and tries to flee, only to sneak back later to get her revenge.

Goals: In actuality, by virtue of her bardic lore, Irika quickly recognized Tiboquoboc for what he was . . . the same ancient cultist who nearly unleashed Ubothar in ancient times. While she has little love for the nearby human nations, she does enjoy kidnapping travelers and merchants for her idle entertainment. Ubothar's awakening would quickly depopulate her hunting grounds. She decided to ally with Tiboquoboc so she could monitor his progress; her skill at bluffing and concealing her true motives has kept her true reasons for joining with him quite well hidden. Irika hopes that Tiboquoboc will fail in his mission, or that some resourceful band of adventurers will stop him. If not, she will try to step in and stop him at the last moment. She's not sure how she plans to do this yet, but the introduction of the PCs into the picture gives her an idea.

You can use Irika as you see fit to provide additional assistance to the PCs if they need it. She doesn't want to reveal her hand too much, and she certainly doesn't want to bring Tiboquoboc's wrath down on her head, so she does her best to keep her aid to the PCs as subtle as she can. One preferred method might be to charm or dominate a character while he or she is alone. She then imparts her advice to her charmed minion, while impressing upon them not to reveal how they came upon this information. Possible aid she can give includes information on Tiboquoboc's true nature, his actual goals, and his standard movements through the castle. In any case, once the threat posed by Tiboquoboc is lifted, Irika quickly grows tired of the alliance and tries to kidnap one of the PCs for her personal enjoyment.

Locations: Irika meets with Tiboquoboc every morning at 8:00 to 9:00 in area 51, and then spends the next several hours helping him search and fight on the upper floor. After they are forced to retreat, she prefers to spend the rest of the night flying about outside (although she has to walk outside the influence of Apori's elementals) above the forests. If the party is overly visible at night, a slight chance exists that she notices them and come to investigate; you should stage such an encounter only if you feel it's warranted and the party might need some guidance (since Irika is not completely in agreement with Tiboquoboc's plans). She returns to the castle by 6:00 in the morning and rests and relaxes in area 31 until the next night's meeting.

MURAXUS

Muraxus is the only member of Tiboquoboc's army to have sought out the orc geomancer, rather than the other way around. Muraxus spent much of his time traveling from city to city in the southern nations, entertaining himself by wooing rich aristocrats and luring their husbands and lovers into duels. After quickly slaughtering his opponent, he revealed his true form to his one-time lover and then skipped town for his next conquest, leaving a dead noble and a grieving and often insane lover in his wake. Recently, though, he bit off more than he could chew when he chose the lover of a powerful local thieves' guild master as his target. Forced to flee the civilized reaches of the world when an angry guild of powerful thieves began hunting him day and night, Muraxus spent many long months wandering around the fringes of civilization in growing boredom and disgust. The one-horse towns had little to hold his interest, and every time he tried to return to the south he quickly found that word of his arrival preceded him; it seems that the thieves' guild he tangled with had contacts in all the major cities.

Frustrated, he returned to the northern wilds to try to decide what to do. It was during these travels that he stumbled onto the Ironmaw orcs. The orcs immediately attacked what looked like easy prey, and Muraxus had a grand time dancing around them and tormenting them with quick jabs and cuts before Tiboquoboc put a stop to the fun. Tiboquoboc saw potential in the aranea, though, and told him that he was building a small but highly trained army to bring pain to the southern humans; Muraxus agreed immediately to assist, eventually hoping to recruit Tiboquoboc's aid in destroying the thieves' guild as well.

Muraxus (Hybrid Form): Male aranea rogue 6/duelist 7; CR 17; Medium magical beast (shapechanger); HD 3d10+6 plus 6d6+12 plus 7d10+14; hp 108; Init +7; Spd 50 ft.; AC 23, touch 17, flat-footed 23; Base Atk +14; Grp +15; Atk +19 melee (1d6+1 plus poison, bite) or +19 ranged (web) or +20 melee (1d6+2/15–20, *+1 human bane keen rapier*); Full Atk +19 melee (1d6+1 plus poison, bite) or +19 ranged (web) or +20/+15/+10 melee (1d6+2/15–20, *+1 human bane keen rapier*); SA poison, precise strike +1d6, sneak attack +3d6, spells, web; SQ acrobatic charge, canny defense, change shape, darkvision 60 ft., elaborate parry, enhanced mobility, evasion, grace, improved reaction +2, low-light vision, trap sense +2, trapfinding, uncanny

dodge; AL LE; SV Fort +9, Ref +20, Will +7; Str 13, Dex 21, Con 14, Int 20, Wis 10, Cha 16.

Skills and Feats: Balance +7, Bluff +22, Climb +7, Concentration +8, Diplomacy +7, Disable Device +19, Escape Artist +14, Intimidate +5, Jump +18, Listen +18, Open Lock +17, Perform (dance) +15, Search +16, Sense Motive +15, Spot +18, Tumble +26; Combat Expertise, Dodge, Improved Feint, Iron Will, Mobility, Spring Attack, Weapon Finesse.

Poison (Ex): Muraxus delivers his poison (Fortitude DC 13, initial damage 1d6 Str, secondary damage 2d6 Str) with each successful bite attack. The save DC is Constitution-based.

Precise Strike (Ex): Muraxus can strike precisely with his rapier, dealing an extra +1d6 points of damage. Any creature immune to critical hits is also image.

Spells: Muraxus casts spells as a 3rd-level sorcerer.

Web (Ex): Muraxus can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement. An entangled creature can escape with a DC 13 Escape Artist check or burst the web with a DC 17 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Acrobatic Charge (Ex): Muraxus can charge in situations where others cannot. He may charge over difficult terrain that normally slows movement. Depending on the circumstance, he may still need to make appropriate checks to successfully move over the terrain.

Canny Defense (Ex): Muraxus adds +5 to his Dexterity bonus to modify Armor Class while wielding a melee weapon (included in the statistics above). Any circumstance that causes Muraxus to lose his Dexterity bonus to AC also negates this ability.

Change Shape (Su): Muraxus's natural form is that of a Medium monstrous spider. He can also assume two other forms: a half-elf or a Medium spider-half-elf hybrid. He remains in one form until he chooses to assume another. A change in form cannot be dispelled, and he does not revert to his natural form when killed. A *true seeing* spell reveals his natural form when he is in humanoid or hybrid form.

Elaborate Parry (Ex): If Muraxus chooses to fight defensively or use total defense in melee combat, he gains an additional +7 dodge bonus to AC.

Enhanced Mobility (Ex): Muraxus gains an additional +4 bonus to AC against attacks of opportunity caused when he moves out of a threatened square.

Evasion (Ex): If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Muraxus takes no damage with a successful saving throw.

Grace (Ex): Muraxus has an additional +2 competence bonus on all Reflex saving throws (already figured into the statistics above).

Improved Reaction (Ex): Muraxus gains a +2 bonus on Initiative checks.

Trap Sense (Ex): Muraxus has a +2 bonus on Reflex saves made to avoid traps and a +2 dodge bonus to AC against attacks made by traps.

Trapfinding: Muraxus can use the Search skill to locate traps when the task has a DC higher than 20.

Uncanny Dodge (Ex): Muraxus can react to danger before his senses would normally allow him to do so. He retains his Dexterity bonus to AC even if he is caught flat-footed or struck by an invisible attacker.

Sorcerer Spells Known (6/6; save DC 13 + spell level): 0—*daze, detect magic, ghost sound, mage hand, resistance;* 1st—*expeditious retreat, feather fall, shield.*

Possessions: +1 human bane keen rapier, ring of protection +2, gloves of dexterity +2, headband of intellect +2. Muraxus cannot use these items in monstrous spider form.

Muraxus (Spider Form): Male aranea rogue 6/duelist 7; CR 17; Medium magical beast (shapechanger); HD 3d10+6 plus 6d6+12 plus 7d10+14; hp 108; Init +6; Spd 50 ft., climb 25 ft.; AC 15, touch 14, flat-footed 15; Atk +18 melee (1d6+1 plus poison, bite) or +18 ranged (web); SA poison, sneak attack +3d6, spells, web ; SQ acrobatic charge, change shape, darkvision 60 ft., elaborate parry, enhanced mobility, evasion, grace, improved reaction +2, low-light vision, trap sense +2, trapfinding, uncanny dodge; AL LE; SV Fort +9, Ref +19, Will +7; Str 13, Dex 19, Con 14, Int 18, Wis 10, Cha 16.

Skills and Feats: Balance +6, Bluff +22, Climb +15, Concentration +8, Diplomacy +7, Disable Device +18, Escape Artist +13, Intimidate +5, Jump +18, Listen +18, Open Lock +16, Perform (dance) +15, Search +15, Sense Motive +15, Spot +18, Tumble +25; Combat Expertise, Dodge, Improved Feint, Iron Will, Mobility, Spring Attack, Weapon Finesse.

Poison (Ex): Muraxus delivers his poison (Fortitude DC 13, initial damage 1d6 Str, secondary damage 2d6 Str) with each successful bite attack. The save DC is Constitution-based.

Spells: Muraxus casts spells as a 3rd-level sorcerer.

Web (Ex): Muraxus can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement. An entangled creature can escape with a DC 13 Escape Artist check or burst the web with a DC 17

Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Acrobatic Charge (Ex): Muraxus can charge in situations where others cannot. He may charge over difficult terrain that normally slows movement. Depending on the circumstance, he may still need to make appropriate checks to successfully move over the terrain.

Change Shape (Su): Muraxus's natural form is that of a Medium monstrous spider. He can also assume two other forms: a half-elf or a Medium spider-half-elf hybrid. He remains in one form until he chooses to assume another. A change in form cannot be dispelled, and he does not revert to his natural form when killed. A *true seeing* spell reveals his natural form when he is in humanoid or hybrid form.

Elaborate Parry (Ex): If Muraxus chooses to fight defensively or use total defense in melee combat, he gains an additional +7 dodge bonus to AC.

Enhanced Mobility (Ex): Muraxus gains an additional +4 bonus to AC against attacks of opportunity caused when he moves out of a threatened square.

Evasion (Ex): If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Muraxus takes no damage with a successful saving throw.

Grace (Ex): Muraxus has an additional +2 competence bonus on all Reflex saving throws (already figured into the statistics above).

Improved Reaction (Ex): Muraxus gains a +2 bonus on Initiative checks.

Trap Sense (Ex): Muraxus has a +2 bonus on Reflex saves made to avoid traps and a +2 dodge bonus to AC against attacks made by traps.

Trapfinding: Muraxus can use the Search skill to locate traps when the task has a DC higher than 20.

Uncanny Dodge (Ex): Muraxus can react to danger before his senses would normally allow him to do so. He retains his Dexterity bonus to AC even if he is caught flat-footed or struck by an invisible attacker.

Sorcerer Spells Known (6/6; save DC 13 + spell level): 0—*daze, detect magic, ghost sound, mage hand, resistance;* 1st—*expeditious retreat, feather fall, shield.*

Muraxus (Half-Elf Form): Male aranea rogue 6/duelist 7; CR 17; Medium magical beast (shapechanger); HD 3d10+6 plus 6d6+12 plus 7d10+14; hp 108; Init +7; Spd 30 ft.; AC 23, touch 17, flat-footed 23; Base Atk +14; Grp +15; Atk +20 melee (1d6+2/15–20, *+1 human bane keen rapier*); Full Atk +20/+15/+10 melee (1d6+2/15–20, *+1 human bane keen rapier*); SA precise strike +1d6, sneak attack +3d6, spells; SQ acrobatic charge, canny defense, change shape, darkvision 60 ft., elaborate parry, enhanced mobility, evasion, grace, improved reaction +2, low-light vision, trap sense +2, trapfinding, uncanny dodge ; AL LE; SV Fort +9, Ref +20, Will +7; Str 13, Dex 21, Con 14, Int 20, Wis 10, Cha 16.

Skills and Feats: Balance +7, Bluff +22, Climb +7, Concentration +8, Diplomacy +7, Disable Device +19, Escape Artist +14, Intimidate +5, Jump +18, Listen +18, Open Lock +17, Perform (dance) +15, Search +16, Sense Motive +15, Spot +18, Tumble +26; Combat Expertise, Dodge, Improved Feint, Iron Will, Mobility, Spring Attack, Weapon Finesse.

Precise Strike (Ex): Muraxus can strike precisely with his rapier, dealing an extra +1d6 points of damage. Any creature immune to critical hits is also image.

Spells: Muraxus casts spells as a 3rd-level sorcerer.

Acrobatic Charge (Ex): Muraxus can charge in situations where others cannot. He may charge over difficult terrain that normally slows movement. Depending on the circumstance, he may still need to make appropriate checks to successfully move over the terrain.

Canny Defense (Ex): Muraxus adds +5 to his Dexterity bonus to modify Armor Class while wielding a melee weapon. Any circumstance that causes Muraxus to lose his Dexterity bonus to AC also negates this ability.

Change Shape (Su): Muraxus's natural form is that of a Medium monstrous spider. He can also assume two other forms: a half-elf or a Medium spider-half-elf hybrid. He remains in one form until he chooses to assume another. A change in form cannot be dispelled, and he does not revert to his natural form when killed. A *true seeing* spell reveals his natural form when he is in humanoid or hybrid form.

Elaborate Parry (Ex): If Muraxus chooses to fight defensively or use total defense in melee combat, he gains an additional +7 dodge bonus to AC.

Enhanced Mobility (Ex): Muraxus gains an additional +4 bonus to AC against attacks of opportunity caused when he moves out of a threatened square.

Evasion (Ex): If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Muraxus takes no damage with a successful saving throw.

Grace (Ex): Muraxus has an additional +2 competence bonus on all Reflex saving throws (already figured into the statistics above).

Improved Reaction (Ex): Muraxus gains a +2 bonus on Initiative checks.

Trap Sense (Ex): Muraxus has a +2 bonus on Reflex saves made to avoid traps and a +2 dodge bonus to AC against attacks made by traps.

Trapfinding: Muraxus can use the Search skill to locate traps when the task has a DC higher than 20.

Uncanny Dodge (Ex): Muraxus can react to danger before his senses would normally allow him to do so. He retains his Dexterity bonus to AC even if he is caught flat-footed or struck by an invisible attacker.

Sorcerer Spells Known (6/6; save DC 13 + spell level): 0—*daze, detect magic, ghost sound, mage hand, resistance;* 1st—*expeditious retreat, feather fall, shield.*

Possessions: *+1 human bane keen rapier, ring of protection +2, gloves of Dexterity +2, headband of intellect +2.* Muraxus cannot use these items in monstrous spider form.

In his humanoid form, Muraxus appears as a charming male half-elf with blonde hair, sparkling green eyes, and a quick smile. His true form is far more horrendous; a huge white spider with orange and black stripes. His hybrid form grotesquely combines the most hideous and most handsome features of his other forms.

Tactics: Muraxus prefers to travel in his humanoid form while in civilization, and it is in this form that he engaged in his duels. Lately, however, he has spent most of his time in his hybrid form. In combat, Muraxus is quick and difficult to catch; he starts every combat by casting *expeditious retreat* and then makes heavy use of his Spring Attack feat to run in, take a single shot at a victim with his rapier, and then move back to a position of safety. He always uses Combat Expertise to full effect.

If any attractive female elves, humans, or half-elves are in the party, Muraxus takes it upon himself to seek one of them out once he learns of the PCs' presence in the region. He approaches the PC in humanoid form and tries to convince her that he's a villager that escaped from the orc camp. He concocts all sorts of stories of his imaginary imprisonment in the orc camp, and he eventually tries to convince the group to come with him back to the orc camp to help rescue the villagers. If the party's already rescued the villagers, he leads them to some hidden location in the woods, claiming that there's a second stockade of prisoners hidden there. In either case, he's leading the group into an ambush with as many progeny as still survive.

Goals: Muraxus' true goal is to gain the friendship of Tiboquoboc, so he can use him as an ally when he returns to the south to take on the guild that forced him into exile. Muraxus is not aware of Tiboquoboc's plans to awaken Ubothar; he believes the orc ghost merely wants to exact vengeance on the Sarwins and loot their treasury. Nonetheless, he's begun to suspect that Tiboquoboc has been holding out on some critical information.

Like Irika, if Muraxus can be convinced that Tiboquoboc's plans for the southern nations include their destruction through the awakening of an ancient monstrosity, he might be convinced to join forces with the party. His cooperation should be more difficult to secure than Irika's, though, since he demands that the party help him defeat the guild as part of the payment for his assistance.

Locations: Muraxus meets with Tiboquoboc at 8:00 every evening in area 51, and then accompanies him, Alraugh, and Irika as they attempt to whittle away at Apori's defenses on the second floor. Their progress through these areas is detailed in the timeline above. After they've exhausted themselves for the day, Muraxus retreats to area 18 for several hours to catalog and organize the loot they've discovered so far before retiring to area 29 at about 2:00 AM to eat and sleep.

LZIERABEL

Lzierabel is without a doubt the most infamous of Tiboquoboc's current allies. Once upon a time, she was a priest of St. Cuthbert (or any similar deity often worshiped by honest, hard-working common folk) and ran a small but respectable church in a small town to the south. She had a well-deserved reputation for kindness and charity, and never charged people for the use of her healing powers. Those who insisted on donating to her or the church often found themselves actually being turned away from her aid. This policy rankled the upper echelon of the church to no end, since the donations brought in by healing are one of their major sources of income. In particular, one greedy cleric by the name of Tersten was offended by Lzierabel's activities, and he set into motion a convoluted chain of events that eventually resulted in a terrible plague that devastated Lzierabel's parish. She stemmed the plague, but not before it killed nearly half of her congregation. Her rage at the plague knew no bounds when she soon thereafter discovered it had been engineered by one of her fellow priests.

Lzierabel brought the matter to the attention of the church, but unfortunately for her Tersten was too glib and too well connected. He used his connections and silver tongue to turn the church against Lzierabel, including producing a forged document that seemed to indicate Lzierabel had signed her soul over to Nerull (or a similar powerful evil deity). The church bought Tersten's lies completely, and quickly and quietly tried to excommunicate Lzierabel. Unfortunately, this was the final straw for poor Lzierabel. Having exhausted her resources and choices in the church to bring justice, she went a little mad and vowed that if the church believed her to be a cultist of Nerull, she would see to the last of her days just how devoted a cultist of Nerull she could be. She started her servitude to Nerull on the spot by summoning a gargantuan fiendish monstrous centipede into the chamber. The fiendish vermin caused much destruction and killed three clerics before it was defeated . . . but in the resulting chaos, Lzierabel had vanished.

Since then, rumors that she had retreated deep into the northern mountains where she had taken over a remote monastery and perverted it into a huge temple of Nerull began to spread. These rumors are correct; Lzierabel has

accepted the cruelty of Nerull completely into her heart and now revels in the power and freedom he affords her. She hasn't once looked back.

When Tiboquoboc started searching for allies, he quickly heard rumors of the Golden Priest of Nerull who ruled a nearby Nerullite temple. He traveled there and found Lzierabel to be a woman after his own heart. The two of them shared a deep interest in Conjuration magic, and they spent many hours late into the night in conversation. Eventually, Tiboquoboc told Lzierabel of Ubothar, and of how he intended to complete his ritual of awakening to destroy the southern nations. Lzierabel was immediately intrigued and agreed to aid him in his efforts, if only for a chance to unleash a creature as terrible as Ubothar upon the church of St. Cuthbert.

Lzierabel: Female aasimar cleric 12/thaumaturgist 5; CR 17; Medium outsider (native); HD 12d8+36 plus 5d4+15; hp 117; Init +2; Spd 30 ft.; AC 22, touch 12, flat-footed 20; Base Atk +11; Grp +11; Atk +12/+7/+2 melee (2d4+1/19–20/×4, *+1 human bane keen scythe*); Full Atk +12/+7/+2 melee (2d4+1/19–20/×4, *+1 human bane keen scythe*); SA *daylight*, rebuke undead 7/day; SQ contingent conjuration, darkvision 60 ft., extended summoning, improved ally, outsider traits, planar cohort resistance to acid 5, cold 5, electricity 5; AL LE; SV Fort +12, Ref +7, Will +21; Str 10, Dex 14, Con 16, Int 12, Wis 28, Cha 18.

Skills and Feats: Bluff +19, Concentration +23, Diplomacy +6, Intimidate +6, Knowledge (religion) +16, Listen +11, Spellcraft +11, Spot +11; Augment Summoning, Craft Magic Arms and Armor, Craft Wondrous Item, Extend Spell, Martial Weapon Proficiency (scythe), Quicken Spell, Spell Focus (conjuration).

***Daylight* (Sp):** Lzierabel can use *daylight* once per day (caster level 17th).

Contingent Conjuration: If Lzierabel snaps her fingers (a free action for her), a *summon monster IX* spell summons a hezrou demon.

Extended Summoning: All spells from the summoning subschool that Lzierabel casts have their durations doubled, as if the Extend Spell feat had been applied. The levels of these summoning spells don't change. This ability stacks with the effects of the Extend Spell feat.

Improved Ally: Whenever Lzierabel casts any form of *planar ally* spell to obtain an ally that shares at least one aspect of her alignment, she makes a Diplomacy check to convince the creature to aid her for a reduced payment. Her check result adjusts the creature's attitude to helpful, it will work for 50% of the standard fee, as long as the task is not against its nature. Lzierabel may have only one such planar ally at a time, though she may bargain for tasks from other planar allies normally.

Planar Cohort: Lzierabel can use any of the *planar ally* spells to call a creature to act as her cohort. She may have only one such cohort at a time. Lzierabel currently has Amiryll as a planar cohort.

Cleric Spells Prepared (6/9/8/8/8/7/6/5/4/3; save DC 19 + spell level or 20 + spell level for conjuration spells): 0—*cure minor wounds*** (3), *detect magic, guidance, mending*; 1st—*command, cure light wounds*** (3), *disguise self**, *doom, obscuring mist***, *sanctuary* , *summon monster I***; 2nd—*cure moderate wounds*** (4), *desecrate, invisibility**, *spiritual weapon, summon monster II***; 3rd—*animate dead**, *blindness/deafness, contagion, cure serious wounds*** (3), extended *resist energy*, extended *status****; 4th—*air walk, confusion**, *cure critical wounds***, extended *magic vestment**** (3), *lesser planar ally***, *sending*; 5th—extended *greater magic weapon****, quickened *cure light wounds***, quickened *divine favor*, quickened *shield of faith, slay living**, *spell resistance* , *true seeing*; 6th—*greater dispel magic, mislead**, *planar ally***, quickened *bull's strength*, quickened *cure moderate wounds***, *summon monster VI***; 7th—*blasphemy, destruction**, quickened *cure serious wounds***, quickened *prayer, summon monster VII***; 8th—*greater planar ally***, *polymorph any object**, quickened *divine power, summon monster VII***; 9th—*miracle*, quickened *plane shift, time stop**.

*Domain spell. Deity: Nerull. Domains: Death (death touch 1/day), Trickery (Bluff, Disguise, and Hide are cleric class skills).

**Indicates a conjuration spell.

***Indicates a spell Lzierabel casts every night after she prepares her spells.

Possessions: +1 human bane keen scythe, +1 animated heavy steel shield, +1 mithral invulnerability full plate, periapt of wisdom +6, phylactery of undead command (functions as a *phylactery of undead turning*, except that it aids evil clerics in the ability to rebuke or command undead, 10 doses of powdered diamond worth 400 gp each (for casting *greater glyph of warding*), 3 doses of powdered diamond and opal worth 5,000 gp each (for casting various *symbols*), 8 large books on demons and conjuration magic (worth 500 gp apiece).

She casts *greater magic weapon* on her scythe and *magic vestment* on her shield and full plate every evening; these spells increase the enhancement bonus for these three items to +4. She also casts *status* on Tiboquoboc, Amiryll, Alorzulan, Muraxus, and Irika every morning (she actively dislikes Alraugh and prefers not to touch him if possible). All these spells are extended and have durations of 34 hours; she is rarely encountered without them active.

Her celestial blood augments Lzierabel's natural beauty; her golden hair seems to blaze with light, her voice is crystalline and sweet, and her skin is flawless and smooth. Only in her deep violet eyes is there any hint of the depths of her rage and insanity.

Tactics: Lzierabel is never encountered without her two allies, Amiryll and Zorkulak. In combat, she begins by casting *time stop* and then casting as many summon

monster spells as she can, placing them to flank enemies. She casts the following quickened spells in order, one per round (continuing to cast them once *time stop* runs out, if necessary): *shield of faith*, *divine favor*, *divine power*, *bull's strength*, and *prayer*. She then wades into combat with her scythe, saving the majority of her spells to use against targets she cannot match in melee combat. If hard pressed, she uses her quickened *plane shift* to flee, bringing Amiryll and Zorkulak if she can get to them in time. If forced to flee in this manner, she does not return during this adventure but she doubtless harbors a grudge against the PCs and acts against them in the future.

Goals: Lzierabel's goals are the same as Tiboquoboc's: to release Ubothar onto the southern nations. She isn't quite as invested in this goal as Tiboquoboc, though, and has little problem abandoning the plan if she comes up against strong opposition. She would dearly love to see the southern nations and the Church of St. Cuthbert pay, but would rather live to try again than die in a vain attempt to do so today.

However, should she become aware of any clerics of St. Cuthbert in the party, her goals change and she obsesses on any such characters, turning all her resources toward killing the cleric (or at the very least slaying his friends and loved ones).

As mentioned above, Lzierabel also runs a large temple dedicated to Nerull farther in the mountains. This monastery could become the focus of future adventures in the region, especially if Lzierabel survives the events in this adventure and lives to carry on a new hatred for the PCs.

Locations: Lzierabel and her two minions can usually be found in areas 22–25. She only rarely leaves these rooms during the invasion of Sarwin . . . and does so regularly only at 8:00 at night to attend meetings with Tiboquoboc in area 51. These meetings generally last for 1 hour, after which she returns to her chambers below.

Amiryll: Female succubus assassin 3; CR 10; Medium outsider (chaotic, evil, extraplanar, tanar'ri); HD 6d8+12 plus 3d6+6; hp 55; Init +4; Spd 30 ft., fly 50 ft. (average); AC 27, touch 14, flat-footed 23; Base Atk +8; Grp +9; Atk +12 melee (1d6+1, claw) or +13 ranged (1d8+2/×3, *+1 seeking composite longbow* [+1 Str bonus]); Full Atk +12 melee (1d6+1, 2 claws) or +13/+8 ranged (1d8+2/×3, *+1 seeking composite longbow* [+1 Str bonus]); SA death attack, energy drain, sneak attack +2d6, spell-like abilities, *summon tanar'ri*; SQ +1 save against poison, damage reduction 10/cold iron or good, darkvision 60 ft., immunities (electricity, poison), outsider traits, poison use, resistance to acid 10, cold 10, fire 10, spell resistance 18, telepathy 100 ft., tongues, uncanny dodge; AL CE; SV Fort +8, Ref +12, Will +7; Str 12, Dex 18, Con 15, Int 18, Wis 12, Cha 28.

Skills and Feats: Balance +6, Bluff +23, Concentration +11, Diplomacy +22, Disguise +21, Escape Artist +13, Hide +13, Intimidate +25, Jump +3, Knowledge (nobility and royalty) +13, Listen +18, Move Silently +16, Search +13, Spot +18, Tumble +16; Persuasive, Point Blank Shot, Rapid Shot, Weapon Finesse.

Death Attack: If Amiryll studies her victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, she can either paralyze or kill the target (Fort DC 17 negates).

Energy Drain (Su): Amiryll drains energy from a mortal she lures into some at of passion, or simply by planting a kiss on the victim. If the subject is not willing to be kissed, grapple, which provokes an attack of opportunity. Her kiss or embrace bestows one negative level. The kiss also has the effect of a *suggestion* spell, asking the victim to accept another kiss from her. The victim must succeed on a DC 21 Will save to negate the effect of the *suggestion*. The DC is 21 for the Fortitude save to remove a negative level. These save DCs are Charisma-based.

Spell-Like Abilities: At will—*charm monster* (DC 23), *detect good*, *detect thoughts* (DC 21), *ethereal jaunt* (self plus 50 pounds of objects only), *polymorph* (humanoid form only, no limit on duration), *suggestion* (DC 22), *greater teleport* (self plus 50 pounds of objects only). Caster level 12th. The save DCs are Charisma-based.

***Summon Tanar'ri* (Sp):** Once per day, Amiryll can attempt to summon one vrock with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.

Outsider Traits: Amiryll cannot be *raised*, *reincarnated* or *resurrected* (though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore life). Darkvision 60 ft.

Poison Use: Amiryll is trained in the use of poison and never risks accidentally poisoning herself when applying poison to a blade.

Tongues (Su): Amiryll has a permanent tongues ability (as the spell, caster level 12th). Amiryll usually uses verbal communication with mortals.

Uncanny Dodge (Ex): Amiryll can react to danger before her senses would normally allow her to even be aware of it. She retains her Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (She still loses any Dexterity bonus to AC if immobilized.)

Assassin Spells Known (4/1; save DC 19 + spell level; 15% chance of arcane spell failure): 1st—*obscuring mist*, *sleep*, *true strike*; 2nd—*cat's grace*, *pass without trace*.

Possessions: *+1 studded leather armor*, *+1 seeking composite longbow* (+1 Str bonus), 40 arrows, *quiver of Ehlonna*, *slaying arrow* (1 human), black adder venom (5 doses).

Lzierabel casts *greater magic weapon* on Amiryll's longbow and *magic vestment* on her studded leather armor every evening; these spells increase the enhancement bonus for

these three items to +4. All these spells are extended, and they have durations of 34 hours; she is rarely encountered without them active.

Amiryll is a dangerous succubus assassin that Lzierabel recruited as a cohort as a benefit of her fifth level of thaumaturge. Amiryll has served Lzierabel for many years now, and the two of them have become lovers as well as allies. Their bond is based primarily on lust rather than devotion, though, and neither will die for the other. Amiryll has often traveled south to assassinate key members of the church of St. Cuthbert at Lzierabel's request.

Amiryll's natural form is of a seductive elven woman with pale blue skin, red hair, goatlike horns, and large batlike wings. She prefers to use her spell-like ability to polymorph to become Lzierabel's exact duplicate, to further confuse her enemies and spread her mistress' notoriety through her own assassinations.

Zorkulak: Male blood fiend; CR 14; Large undead (extraplanar); HD 12d12; hp 78; Init +6; Spd 40 ft., fly 80 ft. (perfect); AC 34, touch 12, flat-footed 32; Base Atk +6; Grp +19; Atk +14 melee (1d6+9, claw); Full Atk +14 melee (1d6+9, 4 claws) and +9 melee (1d8+4, bite); Space/Reach 10 ft./10 ft.; SA blood drain, domination, energy drain, spell-like abilities; SQ alternate form, create spawn, damage reduction 15/good, darkvision 60 ft., fast healing 5, gaseous form, immunity to electricity, resistance to acid 20, cold 20, fire 20, spell resistance 24, turn resistance +6, undead traits; AL CE; SV Fort +4, Ref +8, Will +13; Str 28, Dex 15, Con –, Int 17, Wis 20, Cha 21.

Skills and Feats: Bluff +13, Concentration +20, Diplomacy +7, Hide +21, Listen +28, Move Silently +25, Search +26, Sense Motive +28, Spot +28; Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility.

Blood Drain (Su): Zorkulak sucks blood from living victims when he hits with his bite attack. Each successful bite attack deals 1d4 points of Constitution drain.

Domination (Su): This attack functions like a gaze attack, except that it is a standard action, and creatures merely looking at Zorkulak are not affected. Any creature within 30 feet that Zorkulak targets for the attack falls instantly under his influence as though by a *dominate monster* spell (caster level 18th; Will save DC 21).

Energy Drain (Su): Any living creature hit by Zorkulak's claw attack must succeed on a Fortitude saving throw (DC 21) or gain one negative level. For each negative level bestowed, Zorkulak heals 5 points of damage. If the amount of healing is more than the damage he has taken, he gains any excess as temporary hit points. If the negative level has not been removed before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save (DC 21) to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Spell-Like Abilities: At will—*detect good, detect magic, teleport without error* (self plus maximum load of objects only); 3/day—*chaos hammer* (DC 19), *darkness*, *unholy blight* (DC 19); 1/day—*blasphemy* (DC 22), *desecrate* (DC 17). Caster level 18th.

Alternate Form (Su): Zorkulak can assume the shape of a dire bat, fiendish dire bat, dire wolf, howler, or nightmare as a standard action. This ability functions like the *polymorph* spell (caster level 12th), except that Zorkulak also gains all the special abilities of the form assumed. While in his alternate form, he loses his natural claw and bite attacks, but he gains the natural weapons and special abilities of his new form. He can remain in that form indefinitely.

Create Spawn (Su): An outsider with the evil subtype slain by Zorkulak's energy drain attack (negative levels equal to current Hit Dice, or drained below 1st level) rises as a blood fiend 1d4 days after death. The new blood fiend does not have any of the abilities it had in life.

Fast Healing (Ex): Zorkulak heals 5 points of damage per round so long as he has at least 1 hit point. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow Zorkulak to regrow or reattach lost body parts. If reduced to 0 or fewer hit points, Zorkulak automatically assumes gaseous form and attempts to escape. His fast healing begins as soon as he has rested anywhere for 1 hour. A *dismissal, dispel evil, banishment, dictum,* or *holy word* spell cast on him while his current hit points are below 1 destroys him utterly.

Gaseous Form (Su): At will, Zorkulak can assume gaseous form as a standard action. This ability functions like the *gaseous form* spell (caster level 5th), except that Zorkulak can remain gaseous indefinitely and has a fly speed of 20 feet (perfect).

Turn Resistance (Ex): Zorkulak is treated as an 18-HD undead for the purpose of turn, rebuke, command, or bolster attempts.

Undead Traits: Zorkulak is immune to mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. He is not subject to critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. He cannot be raised, and resurrection works only if he is willing. Darkvision 60 ft.

Possessions: *Pale blue rhomboid ioun stone* (+2 enhancement to Strength), *dusty rose prism ioun stone* (+1 insight bonus to AC), *bracers of armor +2.*

Zorkulak is a blood fiend, an undead vampiric demon detailed in the *Fiend Folio.* Lzierabel encountered him several months ago while exploring an abandoned drow temple with Amiryll. Lzierabel gained complete control over the blood fiend using her clerical ability to control

undead, and since then she has grown rather fond of the blood fiend and uses it as a bodyguard.

Zorkulak is a massive beast about the size and general shape of an ogre. He has a deep purple scaly hide and four muscular arms tipped with razor-sharp talons. His eyes glow red, and his wolflike muzzle is constantly stretched into a hungry sneer around teeth a bit too large to fit comfortably in his mouth.

SARWIN CASTLE FEATURES

This large stone castle was built not quite 600 years ago. During these six centuries, the Sarwin family has lived within the castle until their untimely destruction recently. The castle itself is in good repair, but it definitely has a "lived in" feel. Although to casual observation the castle may seem to be standard, in truth it is quite well fortified and defended. Adventurers built it, after all.

The area descriptions that follow present the conditions as they exist when this adventure begins. As the adventure progresses, Tiboquoboc and his forces slowly penetrate further into the castle, and certain traps and guardians under Apori's command are destroyed. The Development section of each room notes any changes that occur as the timeline progresses.

The following standard features apply throughout the castle:

Walls, Floors, and Ceilings: 5 ft. thick; hardness 16; hp 900; Break DC 65; Climb DC 15.The walls of Sarwin Castle are made of reinforced granite that has also been magically treated as detailed on page 59 of the *Dungeon Master's Guide*. The walls (including floors and ceilings between levels of the castle), both inner and exterior, are generally 5 feet thick and are painted with soft, neutral colors. Most are hung with colorful tapestries that serve to break the monotony of the walls and keep in the heat. Most rooms average 12 feet high, although the top 2 feet of each room consists of elaborate networks of supporting beams made of wood. Illumination (see below) usually leaves these beams in shadow, and as a result, they make excellent places to hide. The floors are bare stone but often covered with large rugs or furs.

Doors: Most of the doors in Sarwin Castle are strong wooden doors. A few of them (indicated in the text) are iron. While all the doors can be locked, the majority of them were kept unlocked; exceptions are noted in the text.

Servants used the numerous secret doors in the castle to gain better access to the various rooms without disrupting the masters of the house or their guests. Each of these secret doors is made of stone and requires a successful Search check (DC 20) to discover. The secret doors do not have key locks. Unless specifically mentioned in the text, the orcs have discovered and know how to open all the secret doors in the castle.

Strong Wooden Door: 2 in. thick; hardness 5; hp 20; Break DC 25.

Iron Door: 2 in. thick; hardness 10; hp 60; Break DC 28.

Secret Stone Door: 4 in. thick; hardness 8; hp 60; Break DC 28.

Illumination and Noise: *Continual flame* is the preferred method of illumination in Sarwin Castle. Most rooms and hallways have small crystals embedded every 20 feet or so in the supporting timbers above; these crystals serve as the focus for these *continual flames*. When darkness is preferable, a wooden slat pulls out and over the crystal, blocking the illumination until it is opened again.

Wandering Monsters: Although no true wandering monsters are in Sarwin Castle, a large number of Ironmaw Orcs, progeny, and powerful NPCs work for Tiboquoboc in the castle. As the party explores the castle, they doubtless attract the attention of these fellow intruders, who come to investigate any loud noises or unusual developments that are brought to their attention.

ENCOUNTER AREAS IN SARWIN CASTLE

Although those encounter areas in Sarwin Castle that contain traps or guardians are given an EL, remember that Tiboquoboc and his allies often move around the chambers of the castle, and if they are encountered in an unusual area, the encounter level of that room may be much higher than what is listed.

GROUND FLOOR

The ground floor of Sarwin Castle is nearly entirely controlled by Tiboquoboc and his forces by the time the party reaches it. His minions have each selected particular rooms as personal chambers while they try to work their way through the upper floors and into the towers to gain control of the *stasis scepter*.

1. Entrance (EL 16)

As the only conventional entrance into Sarwin Castle, Tiboquoboc has taken extra precautions to make sure that no unwanted entrants come in via these doors. The doors themselves are locked and trapped, as detailed in the Trap section below.

SARWIN CASTLE
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TRAIL LEADING UP TO SECRET DUNGEON ENTRANCE
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This room is fairly plain and functional. The east and west walls are hung with recently slashed and torn banners; the fragments of these banners lie in heaps on the floor where they fell. To the south stands a badly defaced statue of two humans, a man and a woman, standing arm in arm. A table surrounded by four large comfortable chairs sits in the middle of the room. Two doors provide exits at the southern end of the room: one in the east wall and one in the west. A large scorch mark mars the northern half of the room.

Visitors to Sarwin Castle were greeted here, and servants took their luggage and travel cloaks for storage in the guest rooms or in the cloak room (area 6) before they were led into the reception hall (room 2). The defaced statue to the south was of Annah and Zebulahr Sarwin, the one-time founders of the castle, as a successful bardic knowledge or Knowledge (nobility and royalty) check (DC 25) can determine. The scorch mark is the remains of a powerful lightning trap the first Ironmaw orc triggered when she set foot in the room.

Creatures: Tiboquoboc has posted four Ironmaw barbarians here as guards. They moved the table and chairs in here from a nearby room and now pass the time playing dice while seated here. They don't expect any intruders and are effectively "taking zero" on their Listen and Spot checks. If they notice intruders, they immediately leap to action. If it becomes obvious that they can't handle the intruders themselves, they flee through the door to the west to alert their allies and master.

Ironmaw Barbarians (4): hp 114, see the orc camp above for full statistics.

Trap: The front door into this room is kept locked and barred. Bypassing these wards requires two Open Lock checks. The lock is of amazing quality and can be defeated with a successful Open Lock check (DC 40). The bar itself is more crude and can be defeated with an Open Lock check (DC 30), but if it is not succeeded by at least +10, the bar drops to the ground when disarmed from the other side and alerts any of the denizens in the room.

Additionally, two separate magical wards are on the door itself, and a third one is on the ground directly south of the door.

First, Alorzulan casts an *alarm* spell on the front door every morning at 8:00; the spell's duration lasts until 6:00 the following morning. If triggered, the alarm generates an audible alarm.

Second, Lzierabel has placed a *greater glyph of warding* on the door itself; the glyph triggers if the door is opened without the correct password.

Third, Lzierabel has placed a second identical *greater glyph of warding* on the floor just inside the door.

All three of these wards can be bypassed by uttering the phrase "Death to all Sarwins."

Greater Glyph of Warding (Flame Strike)
Trap: CR 7; spell; spell trigger; no reset; spell effect (*glyph of warding* [*flame strike*], 17th-level cleric, 15d6 fire, DC 19 Reflex half damage); Search DC 31; Disable Device DC 31. Market Price: 44,100 gp.

Development: The orcs are caught off guard only once. If the party defeats them or drives them off, then returns to this room later after having retreated from the castle to recover, they find that the traps and locks on the door have been replaced and the four barbarian guards stationed here have been increased to six. Tiboquoboc draws these six additional guards from the orc camp. If the PCs have defeated all those orcs, he reassigns orcs from other areas in the castle, as long as they aren't his personal guard of four barbarians (whom he never reassigns).

Lzierabel has access to enough spell components for greater *glyphs of warding* to cast the spell 10 more times; keep track of how many *glyphs* she replenishes throughout the adventure.

If the party repeatedly uses this area as an entrance to the castle (three or more times should suffice), Tiboquoboc also has Lzierabel station Amiryll here. The succubus assassin assumes the form of a seventh Ironmaw barbarian. If she hears the PCs before they make it into the room, she hides in the rafters above so she can prepare a death attack. Otherwise, she hangs back for the first 3 rounds of combat to study the characters.

2. Reception Hall (EL 17)

This large, grand room has seen better days. The banners on the walls have been slashed to pieces, and the three statues (two against the west wall, one on the east) have been smashed and defaced. A long thin carpet leading up to a large door to the south has fared a little better, but not much. Several comfortable stuffed chairs and couches lie strewn about the room in various stages of disrepair.

Visitors to Sarwin Castle waited to be greeted by one of the Sarwins in his large room. Tiboquoboc's minions haven't been too gentle searching the chairs for loose change, and many of the chairs have been dragged off to other rooms (such as area 1) to provide more comfortable accommodations.

The Ironmaw orcs posted in areas 13 and 17 keep this room under strict observation. They won't join any combats that take place in here with the guardian, though, for they quite rightly fear her. A character that examines the walls separating this room from either of these other areas and makes a successful Search check (DC 25) notices several cleverly hidden peepholes in the wall.

Creature: At Tiboquoboc's request, Lzierabel conjured a marilith demon with a *greater planar ally* spell to

guard this room. The marilith has been paid for a full week's service, and as such, remains in this room until Day 6 of the adventure. She is currently hiding in the shadows in the south alcove of the room next to the door to area 14; if she hears trouble approaching from area 14 she relocates to the alcove in the east wall near the door leading to area 9.

Kolkitar: Female marilith; CR 17; Large outsider (chaotic, extraplanar, evil, tanar'ri); HD 16d8+144; hp 216; Init +4; Spd 40 ft.; AC 29, touch 13, flat-footed 25; Base Atk +16; Grp +29; Atk +24 melee (1d8+9, slam) or +28 melee (2d6+12/19–20, *+3 fey bane thundering cold iron longsword*); Full Atk +24 melee (1d8+9, 6 slams) and +22 melee (4d6+4, tail slap) or +28/+23/+18/+13 melee (2d6+12/19–20, *+3 fey bane thundering cold iron longsword*) and +28 melee (2d6+7/17–20, *+3 keen longsword*) and +28 melee (2d6+7/19–20, *+3 longsword*) and +26 melee (2d6+4/19–20, 3 masterwork longswords) and +22 melee (4d6+4, tail slap); Space/Reach 10 ft./10 ft.; SA constrict (4d6+13), improved grab, spell-like abilities, *summon tanar'ri;* SQ damage reduction 10/good and cold iron, darkvision 60 ft., immunities (electricity, poison), outsider traits, resistance to acid 10, cold 10, and fire 10, spell resistance 25, telepathy 100 ft.; AL CE; SV Fort +23, Ref +18, Will +18; Str 29, Dex 19, Con 29, Int 18, Wis 18, Cha 24.

Skills and Feats: Bluff +26, Concentration +28, Diplomacy +30, Hide +19, Intimidate +28, Listen +31, Move Silently +23, Search +23, Sense Motive +23, Spellcraft +23, Spot +31, Use Magic Device +26; Combat Expertise, Combat Reflexes, Multiattack, Multiweapon Fighting, Power Attack, Weapon Focus (longsword).

Constrict (Ex): Kolkitar deals 4d6+13 points of damage with a successful grapple check. The constricted creature must succeed on a DC 27 Fortitude save or lose consciousness for as long as it remains in the coils and for 2d4 rounds thereafter. The save DC is Strength-based.

Improved Grab (Ex): To use this ability, Kolkitar must hit with her tail slap attack. She can then attempt to start a grapple as a free action without provoking an attack of opportunity. If she succeeds on the grapple check, she can constrict.

Spell-Like Abilities: At will—*align weapon, blade barrier* (DC 23), *magic weapon, project image* (DC 23), *polymorph, see invisibility, telekinesis* (DC 22), *greater teleport* (self plus 50 pounds of objects only), *unholy aura* (DC 25). Caster level 16th. The save DCs are Charisma-based.

***Summon Tanar'ri* (Sp):** Once per day, Kolkitar can attempt to summon 1d4 dretches, 1d4 hezrou, or one nalfeshnee with a 50% chance of success, or one glabrezu or another marilith with a 20% chance of success. This ability is the equivalent of a 5th-level spell.

Outsider Traits: Kolkitar cannot be *raised, reincarnated,* or *resurrected* (though a *limited wish, wish, miracle,* or *true resurrection* spell can restore life). Darkvision 60 ft.

Feats: Kolkitar's Multiweapon Fighting feat allows her to attack with all her arms at no penalty.

Possessions: +3 fey bane thundering cold iron longsword, +3 keen longsword, +3 longsword, 3 masterwork longswords, *cloak of resistance +4, major circlet of blasting, potion of bull's strength,* gold and sapphire ring worth 1,900 gp, emerald nose ring worth 1,300 gp, jade comb worth 600 gp, gold ring worth 600 gp, matching amethyst earrings (four total) worth 500 gp each, coral hairpin set with pearls worth 500 gp, gold chain bracelet worth 200 gp, silver necklace worth 100 gp, tarnished gold bracelet worth 20 gp.

Tactics: Kolkitar drinks her *potion of bull's strength* the instant she perceives trouble, and then she casts *project image* in the northern portion of the room. She then begins to wall in the party each round with progressively restrictive *blade barriers.* If her true location is noticed, she wades in to melee the intruders, using Combat Expertise to full effect to increase her Armor Class by +5. If necessary, she risks moving through *blade barriers,* trusting her spell resistance to protect her. She fights to the death. The specifics of her contract with Lzierabel do not include protecting other areas of the castle, so she does not leave this room to fight enemies unless they try to attack her with ranged weapons or spells.

Ad Hoc Experience Award: No experience points are gained for defeating Kolkitar, as it was conjured here by Lzierabel and as a result, it is technically a part of the experience points the party can earn for eventually defeating the Nerullite cleric.

3. Northern Tower Access (EL 14)

Two flights of stairs in this room provide exits; one flight leads upward and one leads downward.

These stairs go down to area 78. Tiboquoboc has sealed the stairs that once led up to area 34 with a *wall of stone* to prevent intrusion from above by elementals.

4. Storeroom

Several large cabinets dominate this hexagonal room. Someone has torn them apart, and the contents lie strewn about the room in heaps.

This room was used to store tools and supplies for repair work throughout the castle. There is nothing of interest in here, but Tiboquoboc's minions did their best to loot the place nonetheless.

5. Furniture Workshop

This room contains several workbenches and a few large machines used to repair broken furniture. Most of the machines seem to have been partially dismantled. A particularly large and horribly battered lathe sits against the far wall, its blade stained with a swath of blood.

The servants used this room to repair and mend furniture. When the Ironmaw orcs went to town and looted the room, one of them got a little too careless and cut off the tip of his pinky finger on the lathe. He smashed the machine apart in his rage, but never bothered to retrieve the bit of severed finger. A successful Search check (DC 30) uncovers it where it landed under the lathe. The particular orc who lost his finger is now serving as one of Tiboquoboc's bodyguards, and as such can be a valuable component for scrying on the orc druid's location.

Development: If Tiboquoboc becomes aware of the fact that the PCs are using the orc to scry on him, he kills the orc in rage and feeds the body to the chimeric dire bears, replacing the poor orc with another one from elsewhere in the castle.

6. Cloak Room

A pungent odor of alcohol assaults your senses as you enter this room. The walls of this large room are studded with dozens of pegs; a few plain-looking cloaks still hang on them. Several large barrels lie stacked in the northern section of the room; they are surrounded by a large stain on the floor, along with the remains of a smashed barrel. A door in the south wall has been similarly smashed apart.

Visitors who arrived at Sarwin for day visits stored their cloaks and other traveling gear in this room. The barrels once contained several selections of fine ale that a visiting merchant recently gave the Sarwins as a gift. Tiboquoboc attacked a few hours later, and as a result, the barrels of ale were never moved from this location. The Ironmaw orcs smashed one barrel to see what was in it, and, delighted to find the ale, they've been slowly but surely draining them dry.

Treasure: Three of the barrels here are still full. Each weighs a little more than 50 lbs., but they can be sold to a tavern or other connoisseur of fine ales for a respectable price of 250 gp each.

7. Secure Storage

The door into the north wall of this room has been crudely smashed apart. This room contains several files and chests, all of which have been thoroughly torn apart in a crude search.

Visitors could store important documents or other valuables in the secure containers, if they were only staying in the castle for a day or less. The orcs found the once locked door to the north too tempting to ignore and smashed it in and looted what they could from these containers. The collected loot has been piled area 18 for sorting and disbursement later. Nothing of value remains in here.

The orcs have not yet discovered the secret door that leads to area 11.

8. Mending Room

This room contains several tables and a large, long cupboard against the west wall. The cupboard has been thoroughly searched; its contents (linens and swaths of fabric) now lie in piles on the floor.

The servants who made repairs to clothing and banners and flags used this room. The orcs searched this room but didn't realize that much of the fabric was valuable and left it to lie on the ground.

Treasure: Some of the fabric in here consists of fine silks and other rare cloth. Characters who can sort the good fabric from the commonplace with a successful Appraise check (DC 15) can find that there's about 30 lbs. of high quality fabric here, worth 100 gp per lb.

9. Armor Hall

A row of armor that stood along the southern wall now lies in scattered disarray on the floor.

This room once displayed the suits of armor worn by the various warrior ancestors of the Sarwin line. The orcs have been through here several times looking for valuables, but unfortunately the armor here is nothing more than fancy duplicates of the actual suits worn by the Sarwins and is ill suited for battle.

10. Commander's Barracks

This large room seems to have once been a comfortable bedroom, but it has been torn apart with an apparent fury.

The commander of the house guard, a dwarf by the name of Theophilus, lived here. He and the remainder of the house guards perished quickly when Tiboquoboc finally reached the Castle, even though they had nearly an hour to prepare their defenses.

Treasure: The orcs haven't discovered a small hidden safe recessed in the north wall. Opening the safe requires a successful Open Lock check (DC 45) and reveals a large stash of gold coins (480 in all) that Theophilus used to pay the guards.

11. Guard Barracks

This room was obviously a barracks. Six bunks sit against the walls, their mattresses torn apart and strewn on the floor. The lockers at the foot of each bunk have been likewise savaged.

The orcs have scavenged anything of value from this room.

12. Guard Barracks

This room was obviously a barracks. Six bunks sit against the walls, their mattresses torn apart and strewn on the floor. The lockers at the foot of each bunk have been likewise savaged.

As with the barracks across the hall, this room has been picked clean by the orcs.

13. Eastern Observation Chamber (EL 14)

This small room contains a table, a pair of chairs, and numerous metal disks attached to hinges set into the walls at eye level.

This room was used by the guards of the castle as one of two guardrooms and observation chambers (the other is area 16). The hinged disks can be opened like tiny doors to reveal cleverly hidden peepholes, allowing characters in this room to observe things in areas 2 and 15 comfortably.

Creatures: Two Ironmaw barbarians guard this room, one each keeping a watch on areas 2 and 15. If they see any intruders enter area 2, they quickly slip out of this room to warn the closest superior (most likely Lzierabel in area 22) of the intrusion. If they see intruders enter area 14, they wait to see how any battles there turn out before slipping out to alert their superiors. If they are surprised in here, they fight back as best they can until they can make it out to warn their superiors.

Ironmaw Barbarians (2): hp 114, see the orc camp above for full statistics.

14. Banquet Hall (EL 16+)

A massive oaken table surrounded by tall-backed wooden chairs dominates this large room. The largest chair, sitting at the south end of the table, is almost a throne, but it has been badly damaged. The room reeks of the slowly rotting food piled on the table. A badly damaged statue sits against the east wall, its head on the ground by its feet. Numerous cabinets, also torn apart, line both the east and west walls. Two flights of stairs lead up and down to other levels of the castle in the southwest corner.

Castle Sarwin has no throne room; the Sarwins have traditionally held "court" in the form of banquets in this room. The head of the household sat in the large chair at the southern end of the table while he heard the grievances and desires of his or her visitor over a scrumptious meal.

The invaders have brought up much of the food from storage downstairs and piled it onto the table here for convenience; when someone's hungry, they just wander in here and grab a handful of food. Much of the food is starting to spoil, but the orcs care little about that.

The stairwells to the south once provided access to both the upper and lower levels, but now only the stairs down to area 67 below are passable. The stairs leading up once led to area 46, but Tiboquoboc sealed them off with a *wall of stone* spell to prevent any intruders from above from sneaking down to the ground floor.

Creatures: There's a good chance (75%) of encountering 6 off-duty Ironmaw barbarians in this room, eating or relaxing or throwing knives at one of the doors for sport. If these six orcs aren't encountered here, they are automatically encountered the next time the party enters this room or area 21.

Ironmaw Barbarians (6): hp 114, see the orc camp above for full statistics.

Tactics: If a battle breaks out in here, the Ironmaw orcs are sure to make a racket. Their bellowing quickly draws the attention of the two guards in area 18 and any orcs observing the room from areas 13 or 16. Additionally, Amiryll and Zorkulak's Listen checks are good enough that if battle breaks out in here, they automatically hear it and alert Lzierabel. The three of them come to investigate any battle in this room 1d4+2 rounds after it starts. If they find the orcs to be nearly slain, they quickly retreat to warn Tiboquoboc, with Zorkulak guarding the retreat if necessary. If the PCs look like they're having a hard time of it still, they join the combat to help finish them off.

15. Food Preparation Chamber

This long, relatively narrow room has been torn apart. Utensils, pots, pans, and various other items lie in broken, battered heaps on the ground. It looks like the place may have once been a food preparation chamber of some sort.

This is where the servants prepared banquets for the Sarwins. The orcs have torn the place apart in a greedy search for nice silverware to loot . . . all that remains in the rubble are the common utensils and cookware.

16. Western Observation Chamber (EL 14)

This small room contains a table, a pair of chairs, and numerous metal disks attached to hinges set into the walls at eye level.

This room is functionally identical to area 13.

Creatures: Two Ironmaw barbarians guard this room, one each keeping a watch on areas 2 and 15. If they see any intruders enter area 2, they quickly slip out of this room to warn the closest superior (most likely Lzierabel in area 22) of the intrusion. If they see intruders enter area 14, they watch; if a battle erupts, they race in to help, otherwise they wait for the intruders to leave before they take an alternate route to their nearest superior to warn them. If they see the intruders enter area 15, they prepare actions to attack anyone who comes into this room.

Ironmaw Barbarians (2): hp 114, see the orc camp above for full statistics.

17. Kitchen

This large and well-appointed kitchen includes a huge fireplace. The entire room has been thoroughly torn apart.

This room hasn't seen use since the Sarwins were slain; the orcs have little interest in preparing food when that precious time can be spent eating the food.

18. Smoking Room (EL 14+)

This was obviously once a comfortable smoking room, complete with numerous overstuffed chairs and couches. These pieces of furniture have been haphazardly pushed up against the west wall, crushing several glass cigar cases in the process. A huge mound of what appears to be loot gathered from throughout the castle—silverware, candlesticks, paintings, coins and jewelry, sculptures, and whatnot—has been piled in the middle of the room. It looks like someone's made a fairly organized attempt to organize the loot, and several books and ledgers sit near the stack, but they still have a long way to go.

The orcs have been given free reign by Tiboquoboc to loot the upper floors of the castle; what he wants is in the towers above and the dungeons below. He has forbidden anyone to claim anything for their own until after their job here is done, though, so the orcs have selected this room to stash their ill-gotten gains for now.

Creatures: Two Ironmaw orcs guard the loot at all times . . . as much against each other as from anyone else coming in to steal from them. They raise the alarm as best they can if they're encountered here, but their greed makes them brave beyond words and they absolutely won't leave the treasure behind, preferring to fight to the death to protect it.

If the party enters this area between the hours of 10:00 and 2:00 at night, there's a fairly good chance that they come across Muraxus here as he sorts, organizes, and appraises the loot. The actual time at which he can get in here to catalog the loot is detailed in the Timeline above. He doesn't have much actual skill at appraising, so the process is fairly long and tedious since he's forced to use books and ledgers gathered from the Castle Library (area 49) to assist him.

Ironmaw Barbarians (2): hp 114, see the orc camp above for full statistics.

Treasure: The mound of loot in this room is a tangled mess of all sorts of art, gold, and goods. You can detail it as exact as you wish, but it's probably easiest to simply tell the PCs that there's about 200 lbs. of loot here, and that it's worth about 100 gp per pound.

Development: If the party invades the castle and then retreats to recuperate, the Ironmaw orcs become desperate in their worries that the PCs intend to steal their treasure. Tiboquoboc suspects otherwise, but to soothe the worries of his minions he agrees to place a *wall of stone* over the entrance to this room to keep out intruders. He promises to remove the wall when they're ready to leave the castle; his orc minions grudgingly accept this as the best course of action.

19. Washroom

This room contains several washbasins and towel racks, all of which have been smashed beyond use.

Day guests of the castle could use this room to wash up before meals. Nothing of interest is here now that the orcs have smashed the washtubs and fouled the towels.

20. Cleaning Supplies

This room seems to have been torn apart; cleaning supplies, mops, brooms, and acrid puddles of liquid pool on the floor, filling the room with a bitter reek.

The orcs treated this room with the same searching finesse they treated other rooms. Unfortunately, the jugs of lye, water, soap, and other cleaning solutions in here reacted poorly when they were dumped out, and several orcs were forced to retreat screaming in pain with chemical burns. They have since avoided this room.

21. Common Room (EL 16+)

This large and oddly shaped room seems to have been a combination game room, lounge, study, and conservatory. Most of the contents of the room, while once fine and fancy, are now ruined and battered. The whole place has the stink of orcs in it, and the layers of filth building up in the room indicate that many orcs have spent long hours in this room lately. One door in the eastern wall is particularly striking; it seems to be made of some sort of black metal with finely detailed etchings of clouds, lightning bolts, and frolicking genies. This door has no handle, but it does have a single tiny keyhole set in its exact center.

The Ironmaw orcs stationed in the castle use this area as a common room in which to relax, sleep, and entertain themselves while they aren't on guard duty.

The door to area 26 is made of adamantine and is nearly impossible to bypass without the correct key; see the description of area 26 for more details on this door.

Creatures: There's a good chance (75%) of encountering six off-duty Ironmaw barbarians in this room, eating, relaxing, or throwing knives at one of the doors for sport. If these six orcs aren't encountered here, they are automatically encountered the next time the party enters this room or area 21.

Ironmaw Barbarians (6): hp 114, see the orc camp above for full statistics.

Tactics: If a battle breaks out here, the Ironmaw orcs are sure to make a racket. Their bellowing quickly draws the attention of Lzierabel, Amiryll, and Zorkulak, who are found in the suite of rooms directly to the north. These three come to investigate any battle in the room 1d4 rounds after it starts. If they find the orcs to be losing or already slain, they retreat to shore up the defenses in area 22, with Zorkulak guarding the retreat if necessary. If the PCs look like they're having a hard time of it with the orcs, they join the combat to help finish the heroes off.

22. Servants' Common Area (EL 18+)

This room seems to be in good repair and looks to be a combination lounge and game room. The furniture is either overly plush or quite spartan. The banners on the eastern wall have been torn down, and a partially finished painting of a massive, bloody scythe with human skulls dangling from it dominates its face.

This room was once a common area for the servants of Castle Sarwin to relax and enjoy their off hours. Lzierabel and her two cohorts have chosen these rooms to settle down in for the duration of their stay, although they've relocated some of the furniture from other rooms to upgrade the less-comfortable stuff that was in here when they first moved in.

The massive painting on the eastern wall is Amiryll's work; it depicts the unholy symbol of Nerull, as a successful Knowledge (religion) check (DC 15) can determine.

Creature: Lzierabel has become the default healer for Tiboquoboc's forces. As such, he is loath to risk her in the dangerous battles against Apori's traps and minions above. He has requested that she remain on the ground floor as a result. This situation suits Lzierabel just fine, since it gives her more time to waste in idle pleasures with Amiryll or to toy with conjured creatures. She has selected the servants' quarters (areas 22–25) as her temporary lair, although she has had Zorkulak remove most of the furniture and replace it with better, fancier furnishings from other areas of the castle. She can usually be found in these chambers. During the night, Lzierabel and Amiryll can be found in this room. Lzierabel spends her time studying the books of demonology she brought with her from her temple, and Amiryll busies herself with practicing her weapon play, singing, or finishing the painting of Nerull's unholy symbol on the wall. During the day, the two retreat to the bedchamber (area 25), although they are quick to rush into this room if they hear trouble.

Additionally, Lzierabel has recruited the guardian services of a nycaloth named Yib-N'gith by casting a *planar ally* spell. She has paid the nycaloth to guard this room for a week; thus, it remains until Day 6 of the adventure.

Yib-N'gith: Male nycaloth; CR 13; Large outsider (evil, extraplanar); HD 11d8+33; hp 82; Init +2; Spd 40 ft., fly 90 ft. (good); AC 20, touch 14, flat-footed 18; Base Atk +11; Grp +21; Atk +16 melee (1d6+6, claw) or +16 melee (2d8+9/×3, greataxe); Full Atk +16 melee (1d6+6, 2 claws) or +16/+11/+6 melee (2d8+9/×3, greataxe); Space/Reach 10 ft./10 ft.; SA improved grab, rake 1d6+6, spell-like abilities, summon yugoloth, wounding; SQ damage reduction 10/good, darkvision 60 ft., immunities (acid, poison), outsider traits, resistance to cold 20, electricity 20, and fire 20, spell resistance 24, telepathy 100 ft.; AL NE; SV Fort +10, Ref +9, Will +7; Str 22, Dex 14, Con 17, Int 13, Wis 10, Cha 16.

Skills and Feats: Bluff +17, Concentration +17, Diplomacy +7, Hide +12, Intimidate +5, Knowledge (arcana) +8, Knowledge (the planes) +8, Listen +14, Move Silently +16, Search +8, Sense Motive +14, Spellcraft +10, Spot +14, Dodge, Flyby Attack, Mobility, Spring Attack.

Improved Grab (Ex): Yib-N'gith may use this ability whenever he hits with both claw attacks. If he gets a hold, he can rake. He can use this ability only while airborne. If he establishes a hold on a nonflying opponent of Medium or smaller size, he can ascend with the grabbed creature.

Rake (Ex): If Yib-N'gith gets a hold, he can make two rake attacks (+15 melee) with his hind legs for 1d6+6 points of damage each.

Spell-like Abilities: At will—*deeper darkness, desecrate, fear* (DC 17), *invisibility, mirror image, teleport* (self plus 50 pounds of objects only), *see invisibility*. Caster level 11th. The save DCs are Charisma based.

Summon Yugoloth (Su): Once per day, Yib-N'gith can attempt to summon another nycaloth or 1d3 mezzoloths (detailed in *Manual of the Planes*) with a 30% chance of success. This ability is the equivalent of a 4th-level spell.

Wounding (Ex): Wounds resulting from Yib-N'gith's claw attacks continue to bleed as if they possessed the wounding weapon quality.

Outsider Traits: Yib-N'gith cannot be *raised, reincarnated* or *resurrected* (though a *limited wish, wish, miracle*, or *true resurrection* spell can restore life). Darkvision 60 ft.

Possessions: Ring of protection +3, gauntlets of ogre power +2, potion of bear's endurance, potion of cure moderate wounds.

Yib-N'gith looks like a big gargoyle with powerful bat-like wings and thick green skin. All four of his arms have razor-sharp claws. His head is vaguely canine, with small webbed ears and horns. Nycaloths are fully detailed in the *Manual of the Planes.*

Traps: Lzierabel has placed a single *greater glyph of warding* on every door leading into this chamber. These glyphs can be bypassed by uttering the phrase "Death to Cuthbert." She has told the other orcs and her allies that she has warded these doors, but only she, her minions, and Tiboquoboc know the password.

Greater Glyph of Warding (Flame Strike)
Trap: CR 7; spell; spell trigger; no reset; spell effect (*glyph of warding* [*flame strike*], 17th-level cleric, 15d6 fire, DC 19 Reflex half damage); Search DC 31; Disable Device DC 31. Cost: 1,420 gp to hire NPC spellcaster.

Tactics: If combat breaks out in here, Lzierabel and Amiryll come to join the fun (if they weren't in the room already) from area 25. Likewise, Zorkulak emerges from area 24 as soon as he hears sounds of battle. These three follow their tactics as detailed earlier. Yib-N'gith prefers to fight simply, using his claws as weapons in melee to devastating effect. If things start looking bad, Lzierabel and Amiryll try to flee to alert Tiboquoboc, leaving Yib-N'gith and Zorkulak to their respective fates.

Development: If the party attacks Lzierabel and her allies here and then retreats, she fortifies the chambers as best she can with magical spells (numerous *glyphs of warding* and *symbols*, for example) and perhaps a few more planar allies. If her chambers are attacked a second time and she survives, she decides to cut her losses and returns to her monastery far to the north without another word, abandoning Tiboquoboc to fate.

23. Servants' Quarters

This long narrow room contains seven bunk beds and twelve small footlockers.

The servants of Sarwin castle, slaughtered and fed to chimeric dire bears, once called this room home.

Lzierabel has no desire to search these rooms, figuring (rightly) that there's nothing of interest in here. As a result, neither she nor her minions suspect the existence of the secret door in the north wall.

Treasure: The footlockers are locked with average locks (Open Lock DC 20); each contains a couple changes of common clothes and 2d6 copper pieces.

24. Records Room (EL 14)

This small room looks like it was once an office for bookkeeping or something like that, but it has obviously been redecorated with a far more religious motif. The papers on the desk against the west wall have been swept off into a pile in the corner and replaced by an elaborate, small shrine of bones and skulls held together with melted wax, sinew, and candles.

This is where the seneschal of the castle kept track of schedules, payments to servants, tax payments, shipments, and other paperwork. Lzierabel wasted little time converting it into a small shrine dedicated to Nerull, as a successful Knowledge (religion) check (DC 15) notes. This room is under the effects of a *desecrate* spell centered on the altar; Lzierabel recasts the spell once every other day or so (since it has a duration of 34 hours).

Creature: Zorkulak stays in this room while Lzierabel is in the area. He lurches out of the room to join any combat he hears in the main room.

25. Seneschal's Chambers

This large room is fairly clean and organized. A large bed sits along the northern wall, and a desk and two chairs are to the south. To the east is a long wall of cabinets and cupboards.

This was the personal quarters of the castle's seneschal, although it has of late served as the personal quarters for Lzierabel and Amiryll. The cabinet against the western wall contains, among other miscellaneous supplies, a huge collection of keys that fit all the various door locks on the ground and upper floors (but not the towers or dungeon). One peg is missing; this peg is labeled "Master Key." Tiboquoboc currently carries this key on his person.

Creatures: During the daytime, Lzierabel and Amiryll are in this room; otherwise, they're most likely found in area 22.

26. Skytower Storage (EL 18)

The door connecting this room and area 21 is made of adamantine and protected with powerful magic. Beyond is the Skytower, the tallest tower in Sarwin Castle. Consisting of areas 26, 48, 60, 61, and 62, the Skytower was built to be both a vault and a nearly impregnable laboratory for Sarwin wizards; both Annah and Zebulahr Sarwin were wizards who specialized in air elemental magic, and their greatest legacy to the castle is the construction of the Skytower.

The Skytower can be entered only by one of three doors. The first is this small one that connects the tower to area 21. The main entrance to the Skytower is found in

area 36. A third, secret entrance into the tower is located in area 47. All three entrances are warded with powerful magic and traps that prevent intruders from entering; the treasury and the laboratories in the Skytower are among the most important and well-defended rooms in Sarwin Castle, but not the most important.

Annah and Zebulahr Sarwin, as a trial run of sorts for the protective wards they planned to build around the Pit of Ubothar, undertook the construction of Skytower and its protective wards. They learned much from their work on the Skytower and applied what they learned to the creation of the gauntlet of rooms surrounding the Pit to make this part of the castle (areas 81–84) the truly impregnable vault.

The stairs in the center of the room lead up to area 48.

Creature: An advanced elder air elemental protects this room, like many of the other rooms in the Skytower. The elemental attacks anyone who enters the room with a blind fury, but takes care to avoid damaging any of the items stored here and won't activate its whirlwind power as a result. It can sense the presence of the *sky key* (currently hidden in area 43), and if it senses someone in this room carries that item, it holds off its attack for 3 rounds. If, by this time, no one has clearly identified themselves as a member of the Sarwin family here under the watchful eye of Apori, the elemental attacks at once. If it can, it captures the *sky key* and returns it to Apori.

Advanced Elder Air Elemental: hp 414; see the *Skytower Portal* sidebar for details.

Trap: The door connecting this room to area 21 is nearly impossible to bypass without the *sky key*. If the *sky key* is inserted into the door's keyhole and turned to the left, the door turns ethereal for 3 rounds. When it solidifies after these 3 rounds, any object or creature standing in the doorway is pushed gently (but inexorably) into area 21. If the *sky key* is inserted into the door's keyhole and turned to the right, it instantly teleports to a display case in area 61, and the door itself lances the person who turned the key with a powerful bolt of electricity. Anyone who tries to pick the lock quickly finds that the keyhole is merely a hole in the door; there are no tumblers or moving parts inside it, and thus the door cannot be unlocked in this manner. The keyhole can be activated blindly with a successful Use Magic Device check (DC 50), although the epic nature of the door makes this nearly impossible for most nonepic characters. Any attempt to unlock the door with either skill (Open Lock or Use Magic Device) triggers the lightning trap against the person making the skill check. The door also blasts anyone who successfully deals damage to it with a similar bolt of lightning. The door can emit this bolt of lightning once per round, as long as the lightning trap is active. The door itself is effectively an epic magic item, but since it cannot be removed from this location without destroying it, its value to thieves is limited.

The stone walls of the Skytower (including the floors and ceiling) have also been magically enhanced, as detailed below. The sparkling "dust" on the walls is actually a thin layer of magically treated lead that prevents many divination spells from seeing through the walls.

Finally, each room in the Skytower is protected with a *dimensional lock* spell cast at caster level 25. These *dimensional lock* spells have been made permanent by the same 25th-level casters, so a caster of lower than 25th level cannot dispel them.

Magical Adamantine Door: 2 in. thick; hardness 20; hp 80; Break DC 60; SR 38; the door self-repairs damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Magically Treated Reinforced Masonry Walls: 5 ft. thick; hardness 16; hp 900; Break DC 65; SR 38; the walls self-repair damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Lightning Trap: CR 17; magic device; touch trigger; automatic reset; bolt of lightning (20d10 electricity, Reflex DC 14 halves); Search DC 28; Disable Device DC 28, *dispel magic* against caster level 25th disables for 1d4 rounds. Market Price: 79,900 gp.

Treasure: Hundreds of spell components and magic-item creation components are stored in the numerous containers on the shelves here. The total value of these components is 22,000 gp, approximately 220 gp per pound.

Development: On the night of Day 3, Tiboquoboc and his allies make it into this room and slay the elemental. They also clean out all the spell components and move them to area 18 for sorting.

27. Latrine

This small room contains a large washbasin, as well as a lavatory. It's horribly filthy and reeks of the worst stink that a lavatory has to offer.

The orcs, being orcs, have treated this room poorly. Fortunately, there's nothing of value in here, so the party needn't spend any more time than is necessary in this filthy room.

28. Guard Room

This room contains two stairways: one leading up and one leading down. The room is otherwise unremarkable.

The stairs leading up here lead to area 52. The flight leading down goes to area 63.

Creature: Tiboquoboc convinced Alorzulan to loan him two of his progeny. He keeps one of the half-dragons nearby as a personal guard, but he has posted the second

one here to guard against any of Apori's elemental minions trying to use these stairs to invade the ground floor. So far, none of the elementals on the upper floors have tried to do so, but Tiboquoboc is taking no chances.

The progeny is hiding in the stairwell leading down, and it attacks anyone it doesn't recognize after bellowing for aid.

Progeny of Alorzulan: hp 229, see the orc camp for full statistics.

Development: If the progeny here is slain and the PCs return to this room after leaving to recuperate, they find a new progeny has been stationed here. The new progeny is taken from the orc camp, so if all those progeny have been slain, Tiboquoboc decides to cut his losses here and leave the room undefended.

29. Lounge

This thickly carpeted room contains several large chairs and couches. A set of shelves filled with books and art objects sits against the west wall. Spectacular paintings hang on the southern and eastern walls, their subjects depicting beautiful landscapes of various types.

The Sarwins used this room as a place to visit and talk with guests who were not staying overnight in the castle. Muraxus chose this room as his quarters not only because it looked the most comfortable of the ground-floor rooms, but because he noticed the secret door in the east wall and thought that a room that looked like it had only one entrance or exit but that actually had two could come in handy.

Creature: Muraxus can be found in this room, relaxing, sleeping, or reading between the hours of 2:00 AM and 8:00 PM. Otherwise, this room is empty; Muraxus carries all his valuables on his person and has no need to leave guards or traps here.

Treasure: Many of the pieces of artwork found in this room are quite valuable. Muraxus has, of course, noticed this; another reason he chose this room as his own during his stay was to keep the Ironmaw orcs from trashing the delicate artwork found here. There are 14 pieces of art, each weighing 1 lb., and each worth about 2,000 gp.

Development: If he's still alive by 5:00 AM on Day 3, Muraxus has had enough of Tiboquoboc's plan and sneaks out. As he does so, he gathers all the art in this room in a sack for his own use before heading off to area 18 to select some more treasure before he flees the area.

30. Nursery

It looks like this brightly colored room once contained several cribs, a table and chairs, and several toy chests. The place has been torn apart; brightly colored wall hangings and dangling mobiles are heaped in tangled piles with the shattered remains of the cribs and furniture.

Servants or guards who had children were allowed to rear them here in the Sarwin nursery as part of the benefit of their positions in the castle. Those few who had children here rescued them from this room before Tiboquoboc's forces invaded the castle, but they were unfortunately all eventually cornered in area 74. Now, the room contains nothing of interest.

31. Nursemaid's Bedroom

This is a plain but comfortable bedroom. A small desk and chair sit next to a bed, and nearby a large cabinet stands against the north wall. This room has a strange, unpleasant reek to it . . . it almost smells like a huge bird's nest or slowly rotting vegetation.

The nursemaid who tended the nursery next door stayed in this room until Tiboquoboc's forces invaded; now, it serves as the lair for Irika the harpy bard.

The huge cabinet against the north wall is filled with various mundane cleaning supplies and medical gear, along with the room's treasure.

Creature: Irika returns to this room only during the day to sleep; at night, she's either helping Tiboquoboc raid the upper floors, or flying around the surrounding countryside looking for what trouble she can find. Like Muraxus, Irika carries all her valuables with her, and as a result has no need for traps or guardians in this room.

Treasure: A search of the cabinets (Search check DC 20) uncovers a small stash of potions: 4 *potions of cure light wounds* and 2 *potions of remove disease*.

32. Storage

This long, narrow room is filled with crates, boxes, and other containers. They have all been upended and their contents strewn about the floor . . . mostly cleaning supplies and firewood.

There's nothing of interest here anymore; the Ironmaw orcs have taken anything of value and relocated it to area 18.

33. Guard Room

This room contains two stairways: one leading up and one leading down. The room is otherwise unremarkable.

The stairs lead up to area 50, although normally a *wall of stone* blocks the stairwell just at the top.

SECOND FLOOR

When Tiboquoboc slew the Sarwin family and activated Apori and the elemental guardians, most of the second floor and the towers above became magically warded and guarded by elementals. When the adventure begins, most of the rooms on this floor remain under the control of the elementals. Apori, having learned a bit about the situation

at hand, has commanded these elementals to attack anyone they encounter. As the days go by, Tiboquoboc and his minions slowly but surely begin to whittle away at its defenses.

Most of the rooms on this floor can be divided into smaller rooms with the use of numerous partitions. A partition consists of a wooden frame with strips of thick parchment or leather stretched over them. These partitions can be reconfigured to provide privacy to certain parts of the rooms or removed altogether to open up the space. This was the Sarwins' answer to the problem of changing numbers of family members and guests; the partitions can divide larger rooms into as many smaller rooms as needed. Additionally, they can be easily painted and decorated to customize a room with little or no damage to permanent walls. Partitions are flimsy, though, and although they provide total concealment to someone standing behind them, they do not provide any appreciable cover.

Wooden Frame Partition: 1 in. thick; hardness 0; hp 1; Break DC 8.

34. Northern Tower Access

Two flights of stairs in this area provide exits: one flight leading upward and one leading downward.

These stairs lead up to area 53. Tiboquoboc has sealed the stairs that once led down to area 3 with a *wall of stone* to prevent elementals from gaining access to the floor below.

35. Great Hall of Sarwin (EL 19)

This 20-foot-wide hall is lined on either side with doors. The ceiling above arches upward into stony vaults with intricate supporting beams. Banners and paintings line the walls; each either depicting some event of import from the castle's past or portraits of past Sarwins.

Four of the large paintings depict important events from the history of Sarwin Castle.

The first depicts the castle's construction, focusing on a spire of almost glowing stone that represents the Skytower. The rest of the castle is in a very early stage of construction. Anyone who looks at this painting and makes a successful Knowledge (architecture and engineering) check (DC 25) notes that the way the castle's foundation is built in the northeast quadrant seems to be strangely overbuilt, as if the builders were forced to compensate for some deficiency in the ground there. This is, of course, a hint to the extra fortification the builders gave to the chamber in which was located the Pit of Ubothar.

The second painting depicts the completed castle with Annah and Zebulahr standing before the main entrance.

The third shows a large mass of orcs being forced to retreat to the northern mountains by several spellcasting wizards defending the castle.

The final painting depicts the foundation of the village of Sarwin, with Sarwin Castle visible in the background. (This painter employed a bit of artistic license here, since even in these early days, the view of the castle was blocked from the village by the tall trees.)

Most of the remaining two dozen paintings are merely portraits of previous Sarwins and have little bearing on this adventure. One notable exception is the newest set of portraits, which includes all the Sarwin children of the current generation. The youngest child, a brooding girl of the age of about 16, is recognizable with a Knowledge (local) check or an Intelligence check (DC 30 in either case) as Arezi, although about five years younger and without the tribal tattoos Tiboquoboc has gifted her with. Naturally, characters who haven't met Tiboquoboc in Arezi's body yet won't realize the significance of this painting.

Creatures: This hallway is guarded by two advanced elder air elementals. The two elementals regularly patrol back and forth, up and down the hall.

Advanced Elder Air Elementals (2): hp 414; see the *Skytower Portal* sidebar for details.

Treasure: The paintings are all masterwork pieces of art. Each (there are 28 total) is worth 500 gp to a collector.

36. Main Entrance to the Skytower

A pair of massive black metal doors that stand nearly 10 feet high dominates this area. Each is expertly decorated with intricate etchings of clouds, lightning bolts, and cavorting genies and sylphs. Each door has a single keyhole set in its center, but neither has a visible handle or any hinges. Intricate carvings of genies that seem to be holding the doors in place flank the doors.

Both of these doors and the wall they are set into are magically protected as detailed in area 26 above

Trap: These double doors are nearly impossible to bypass without the *sky key*. If the *sky key* is inserted into either door's keyhole and turned to the left, both doors turn ethereal for 3 rounds. When they solidify after these 3 rounds, any object or creature standing in the doorway is pushed gently (but inexorably) into area 36. If the *sky key* is inserted into the door's keyhole and turned to the right, it instantly teleports to a display case in area 61, and that door lances the person who turned the key with a powerful bolt of electricity. Anyone who tries to pick the lock quickly finds that the keyhole seems to be merely a hole in the door; there are no tumblers or moving parts inside it, and thus the door cannot be unlocked in this manner. The keyhole can be activated blindly with a successful Use Magic Device check (DC 50), although the epic nature of

Sarwin Castle
Second Floor
38
34
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41
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S
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S
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51
50
52
0 5 10 20 40 FEET

the door makes this nearly impossible for most nonepic characters. Any attempt to unlock the door with either skill (Open Lock or Use Magic Device) triggers the lightning trap against the person making the skill check. The door also blasts anyone who successfully deals damage to it with a similar bolt of lightning. Each door can emit a bolt of lightning once per round, as long as the lightning trap is active. The doors themselves are effectively epic magic items, but since they cannot be removed from this location without destroying them, their value to thieves is limited.

Magical Adamantine Doors (2): 2 in. thick; hardness 20; hp 80; Break DC 60; SR 38; the door self-repairs damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Lightning Trap: CR 17; magic device; touch trigger; automatic reset; bolt of lightning (20d10 electricity, Reflex DC 14 halves); Search DC 28; Disable Device DC 28, *dispel magic* against caster level 25th disables for 1d4 rounds. Market Price: 79,900 gp.

37. Trophy Hall

This 20-foot-wide hallway is lined along the north and south walls with trophies of all sorts: suits of armor, weapons, banners, and the mounted heads of various dangerous animals and magical beasts hang on display.

The trophies mounted here may look impressive, but they are ultimately more sentimental in value than anything else. Among the mounted heads are a dire bear, a dire tiger, a blue dragon, a green dragon, a purple worm, a tyrannosaurus, and a yrthak.

Treasure: None of the suits of armor or mounted weapons are magical, but they are all masterwork quality. Two greatswords, one halberd, one orc double axe (both ends masterwork), a dire flail, a breastplate, a tower shield, two suits of half plate, and a suit of full plate can be found here. These are not the original items won in combat by various Sarwins, but masterwork duplicates; the originals have all long since been donated to museums.

38. Western Guest Suite (EL 12)

This room contains enough furniture to comfortably furnish no less than three bedrooms. Thick carpets cover the stone floor, and strips of cloth hang loosely from the ceiling to cover the sight of the support timbers above.

This guest suite was empty at the time Tiboquoboc's forces attacked.

Creature: While Apori guards the halls and airy castle environs with exceptionally powerful air elementals, she has used the *Skytower portal* to call upon the assistance of a number of powerful invisible stalkers to guard the actual rooms on the upper floors. One such invisible stalker lurks in this room. His duty is to protect the room itself; he does not pursue attackers out of this room.

Advanced Invisible Stalker: CR 12; Huge elemental (air, extraplanar); HD 24d8+96; hp 204; Init +7; Spd 30 ft., fly 30 ft. (perfect); AC 18, touch 11, flat-footed 15; Base Atk +18; Grp +34; Atk +25 melee (2d6+8/19–20, slam); Full Atk +25 melee (2d6+8/19–20, 2 slams); Space/Reach 15 ft./15 ft.; SQ darkvision 60 ft., elemental traits, improved tracking, natural invisibility; AL N; SV Fort +12, Ref +17, Will +10; Str 26, Dex 17, Con 18, Int 14, Wis 15, Cha 11.

Skills and Feats: Hide –5, Listen +31, Move Silently +30, Search +29, Spot +31; Alertness, Combat Expertise, Combat Reflexes, Improved Critical (slam), Improved Disarm, Improved Initiative, Improved Trip, Power Attack, Weapon Focus (slam).

Elemental Traits: The advanced invisible stalker has immunity to poison, sleep effects, paralysis, and stunning. It is not subject to critical hits or flanking. It cannot be raised, reincarnated or resurrected (though a *limited wish, wish, miracle,* or *true resurrection* spell can restore life). Darkvision 60 ft.

Improved Tracking (Ex): An advanced invisible stalker is a consummate tracker and makes Spot checks instead of the usual Survival checks to trace a creature's passage.

Natural Invisibility (Su): This ability is constant, allowing the advanced invisible stalker to remain invisible even when attacking. This ability is inherent and not subject to the *invisibility purge* spell.

Development: On day 2, Tiboquoboc and his minions slay the invisible stalker.

39. Eastern Guest Lounge

This room has enough furnishings to outfit a study, a common area, a dining room, and even a library. At one point, it looks like these areas were all separated by several thin wooden partitions, but the partitions lie in scattered fragments all over the room, and many of the pieces of furniture are upended. Here and there, you see splashes of blood, with a particularly large swath of blood on the floor near the door to the east.

This room and its accompanying chamber (area 40) were reserved for the castle's most important guests; this suite allowed such guests to have their own private dining areas, studies, and whatever else they desired. When Tiboquoboc attacked, these rooms were in use by a visiting aristocrat by the name of Anthony Kilpatrick. His habit of soundly sleeping late every day allowed him to sleep through the attack on the Sarwins and the village, but he awoke when

Tiboquoboc and his minions invaded the castle. Since he was in the castle when the wards went off, Apori understood he was likely an ally but she wasn't sure. Rather than risk angering the Sarwins, she simply didn't place any wards or guardians in this room, but did place an elder air elemental in front of the door to make sure he wouldn't leave until it was safe.

Of course . . . Anthony knew nothing of this and when he was confronted by an apparently hostile elemental, he foolishly attacked it. The elemental beat and battered him, destroying much of this room in the process. He fled to area 40 but the elemental followed and quickly killed him there before returning to patrol the outer halls.

40. Eastern Guest Suite

This room contains enough furniture to comfortably furnish no less than three bedrooms. Thick carpets cover the stone floor, and strips of cloth hang loosely from the ceiling to cover the sight of the support timbers above. A horribly mangled body lies against the nearest bed in a large pool of dried blood.

The body is that of Anthony Kilpatrick, slain on the first day of the assault on Sarwin by an elder air elemental.

Creature: If Anthony is brought back to life, he has the following statistics.

Anthony Kilpatrick: Male human aristocrat 4; CR 3; Medium humanoid; HD 4d8+8; hp 26; Init +1; Spd 30 ft.; AC 11, touch 11, flat-footed 10; Base Atk +3; Grp +3; Atk +3 melee (1d3 nonlethal, unarmed strike); Full Atk +3 melee (1d3 nonlethal, unarmed strike); AL LN; SV Fort +3, Ref +2, Will +5; Str 10, Dex 13, Con 14, Int 12, Wis 8, Cha 15.

Skills and Feats: Appraise +8, Bluff +9, Diplomacy +18, Intimidate +4, Knowledge (nobility and royalty) +8, Sense Motive +6; Iron Will, Simple Weapon Proficiency, Skill Focus (Diplomacy).

Treasure: Anthony wears jewelry, including a pair of gold rings (each worth 500 gp), a silver necklace set with pearls (worth 1,000 gp), a sapphire earring (worth 800 gp), and a jeweled smoking jacket once worth 500 gp but now ruined by blood and mangling.

Development: If Anthony is brought back from the dead (this requires *resurrection* or a more powerful spell since his body is too mangled for a *raise dead* to work), he is thankful to the point of being obnoxious. He promises all sorts of monetary awards if the PCs can escort him back to his home (several hundred miles to the south), and he's good for it. If he makes it back home safely, he rewards the party not only with 10,000 gp in art objects and gems, but his gratitude can open all sorts of political and diplomatic doors since he is the owner of a fairly popular and successful tavern in a large city. He knows little of the current situation in Sarwin, unfortunately.

On day 2, Tiboquoboc and his minions loot the body here but leave the remains where they lie.

41. Partition Storage

This large room is filled with dozens and dozens of wooden frame partitions. Several of them seem to be damaged. The area closest to the door seems to be a workshop dedicated to manufacturing and repairing the partitions.

This room is minor enough that Apori didn't place any guardians in it.

42. Study (EL 12)

This long room contains several desks, bookshelves, and long tables. On one table stands a scale model of Sarwin Castle, except this one has an additional tower between the two southern towers.

This is where the Sarwin family relaxed or worked on miscellaneous diversions and projects. The one-time master of the house had recently decided to add an additional tower to the southern face of the castle, and just recently finished this attractive scale model of the new addition.

The secret door to the south is quite well hidden; a successful Search check (DC 35) uncovers it.

Creature: Apori placed another of the powerful invisible stalkers in this room, mostly to help prevent the discovery of the secret door to the south.

Advanced Invisible Stalker: hp 204; see area 38 for statistics.

Trap: The secret door to the south provides alternative access to the room in which the *sky key* is hidden, so Apori placed a *symbol of insanity* on the door. The symbol activates if the door is opened.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

Development: Tiboquoboc and his minions attack the invisible stalker in here on day 2, but they are forced to retreat from it after dealing a total of 120 points of damage to it.

43. Master Bedchamber Suite (EL 18)

This huge room is split into four sections with the aid of a number of wooden partitions. One section is a lounge, one a private bath, one looks to be an office, and one a bedchamber.

This set of rooms was the personal chambers of the patriarch and matriarch of the Sarwin family; the ruling couple Tiboquoboc and his allies recently slew (along with all the other members of the Sarwin family) were Alexei and Hannah Sarwin. This is also the place where the Sarwins hid the *sky key*, and as such, Apori has placed several guardians and traps in the room.

The secret door to the north is quite well hidden, but a successful Search check (DC 35) uncovers it.

In the southern wall in the section of the room that serves as a bedchamber is a cleverly hidden wall safe. A successful Search check (DC 40) discovers it, but to figure out how to open it a character must first make a successful Disable Device check (DC 40) to find the hidden catch that causes a panel to slide back and expose the safe's door. Once the trick to opening this panel is known, it may be reset and reopened quickly as a standard action. The safe itself is locked with a series of five combination locks. To unlock the safe, a character must unlock all five locks in succession. Unfortunately, the locks are on a timing device and automatically relock after 6 rounds. If an Open Lock check fails by 5 or more, the auto-lock mechanism triggers and relocks all opened locks as well. Each lock has a separate auto-lock mechanism, and each one can be disabled with a successful Disable Device check (DC 35).

Further complicating the opening of the safe are the two traps placed on it.

The correct combination to open the safe (23–98–11–22–61) allows it to be opened in only 1 round, and bypasses both traps. This combination is not written down anywhere in the castle, but powerful divination magic might uncover it.

Creatures: Apori used the *gate* function of the *Skytower portal* to call in a particularly powerful guardian for this chamber: a dangerously powerful marut. The inevitable detests being forced to serve as a common guardian, but the power of the *Skytower portal* left it little to do about it but complain.

Advanced Marut: CR 18; Huge construct (extraplanar, lawful); HD 28d10; hp 194; Init +1; Spd 30 ft.; AC 33, touch 9, flat-footed 32; Base Atk +21; Grp +41; Atk +31 melee (2d6+12 plus 3d6 sonic or 3d6 electricity/19–20, slam); Full Atk +31 melee (2d6+12 plus 3d6 sonic or 3d6 electricity/19–20, 2 slams); Space/Reach 10 ft./10 ft.; SA fists of thunder and lightning, spell-like abilities; SQ construct traits, damage reduction 15/chaotic, darkvision 60 ft., fast healing 10, low-light vision, spell resistance 25; AL N; SV Fort +11, Ref +10, Will +12; Str 35, Dex 13, Con –, Int 12, Wis 17, Cha 18.

Skills and Feats: Concentration +39, Diplomacy +8, Hide –13, Listen +7, Sense Motive +34, Spot +38; Ability Focus (fists), Awesome Blow, Cleave, Combat Casting, Great Fortitude, Improved Bull Rush, Improved Critical (slam), Improved Overrun, Improved Sunder, Power Attack.

Fists of Thunder and Lightning (Su): An advanced marut's left fist delivers a loud thunderclap whenever it hits something, dealing an extra 3d6 points of sonic damage and causing the target to be deafened for 2d6 rounds (Fortitude DC 30 negates the deafness). Its right fist delivers a shock for an extra 3d6 points of electricity damage, and the flash of lightning causes the target to be blinded for 2d6 rounds (Fortitude DC 30 negates the blindness). The save DCs are Strength-based and include the advanced marut's Ability Focus feat.

Spell-Like Abilities: At will—*air walk, dimension door, fear* (DC 18), *greater command* (DC 19), *greater dispel magic, mass inflict light wounds* (DC 19), *locate creature, true seeing*; 1/day—*chain lightning* (DC 20), *circle of death* (DC 20), *mark of justice, wall of force*; 1/week—*earthquake* (DC 27), *geas/quest, plane shift* (DC 21). Caster level 14th. The save DCs are Charisma-based.

Construct Traits: An advanced marut has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to critical hits, subdual damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. Cannot heal damage, but can be repaired. Darkvision 60 ft. and low-light vision.

Fast Healing (Ex): The creature regains hit points at the rate of 10 points per round. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow a creature to regrow or reattach lost body parts.

Traps: Since this room contains the *sky key*, Apori spared nothing in protecting it. The main door into this room is warded with a *symbol of insanity* that triggers if it is opened. The secret door to the north provides alternative access to the room in which the *sky key* is hidden, so Apori placed an additional *symbol of insanity* on it. The symbol activates if the door is opened.

Two traps also protect the wall safe. The first trap triggers each time a lock is picked on the safe with a successful Open Lock check; this is a magic trap that automatically resets every round and targets the person who made the Open Lock check with an *energy drain*. The second trap triggers when the safe is opened without the correct combination being used; doing so triggers an insanity mist vapor trap in the safe.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

***Energy Drain* Trap:** CR 10; magic device; visual trigger (*true seeing*); automatic reset; Atk +8 ranged touch;

spell effect (*energy drain*, 25th-level wizard, 2d4 negative levels for 24 hours, DC 23 Fort save negates); Search DC 34; Disable Device DC 34. Market Price: 71,000 gp.

Insanity Mist Vapor Trap: CR 8; mechanical; location trigger; repair reset; gas; never miss; onset delay (1 round); poison (insanity mist, DC 15 Fortitude save resists, 1d4 Wis/2d6 Wis); multiple targets (all targets in a 10-ft. by 10-ft. cube in front of the safe); Search DC 25; Disable Device DC 20. Market Price: 23,900 gp. This trap is hidden inside the Energy Drain Trap and cannot be found or disabled until the Energy Drain Trap is disabled.

Treasure: There really doesn't look like there's much inside the safe, but in truth, the safe contains the bulk of Sarwin's treasury. Found in the safe are three scroll cases, a very large book, and a small metal box. The first scroll case contains the deed to Sarwin Castle. The second scroll case contains 12 letters of credit in the name of various rulers and organizations in the southern nations. Each of these letters grants the owner a payment of 10,000 gp. Collecting on one of these letters must be done in person, though, and most of the guilds will demand proof that the collector is indeed a Sarwin before releasing the funds. The third scroll case contains an arcane scroll of *wish* and a divine scroll with two *true resurrection* spells. The book is in fact a *book of infinite spells* with 14 pages remaining; it is currently open to a *legend lore* spell. The metal box is unlocked and untrapped; it contains the *sky key*.

Development: Apori would have much preferred to take the key itself into the Skytower, but the wards and locks on the safe are too complex for both her and her elemental minions to figure out; she could probably bash the wall down and the safe with it, but she doesn't want to risk damaging the building (or the *sky key*). She hopes that the safe is strong and cleverly hidden enough to keep the key secure until the current danger passes. If the PCs get the key out of the safe, Apori can sense it and directs all the elementals and invisible stalkers still alive on these floors to track down the *sky key* and bring it to her at once. Air elementals simply attack the carrier in an attempt to get the key, but invisible stalkers demand the PCs hand over the key before attacking. If the PCs make a counter demand of any sort, such as a demand to speak to Apori, the invisible stalker agrees to deliver their request to Apori but still demands the key before he does so. This is perhaps the most effective (and safest) method to secure a meeting with the djinni sorcerer; see the description of area 61 for more details.

On day 3, Tiboquoboc and his minions get into this room, slay the guardians, and get the *sky key* out of the safe. Tiboquoboc can spy the hidden safe with ease thanks to his *ring of x-ray vision*, and he bypasses the difficult locks by transmuting the metal safe into a wood safe, and then simply has Alraugh pry the safe door open. Doing so triggers the safe's trap and kills Alraugh, but Tiboquoboc gets the *sky key* (and the *book of infinite spells*) so it's a win for him. He has no interest in the other contents of the safe, but Muraxus does and he takes them when no one else is looking.

Sky Key—Minor Artifact
This light blue crystalline key seems almost weightless. It can open any of the adamantine doors that bar entry into the Skytower of Sarwin Castle. In addition, all creatures of the elemental type with the air subtype automatically regard the carrier of the *sky key* with no worse than an "indifferent" attitude and do not attack the carrier on sight. If the carrier of the *sky key* attacks an elemental, it immediately becomes hostile and tries to take the *sky key* for itself.
Strong Abjuration; CL 20th; Weight —.

44. Bedchamber Suite (EL 16)

This large room has enough furniture to furnish at least six separate bedrooms; it looks like several wood partitions can separate the room into numerous smaller ones as well.

This is where the children of the Sarwin Family dwelt. Little of interest is in here now, though, except for the guardian creatures.

Creatures: Apori placed four advanced invisible stalkers in this room.

Advanced Invisible Stalkers (4): hp 204; see area 38 for statistics.

Treasure: A hidden wall safe is in this room, and it is currently empty.

Development: Tiboquoboc and his minions slay these invisible stalkers on day 2.

45. Classroom

This long room contains several writing desks and a small workshop. Numerous bookshelves line the walls.

Typically, the family would bring in three or four tutors every winter season, allow them to stay in the West Guest Suite, and employ them to teach the children on various classical subjects in this room. No tutors were in the castle when the invaders attacked, so this room hasn't been in use for some time. Nothing of interest is in here.

46. Private Banquet Hall (EL 14)

This large room is fairly open and empty; a large circular table sits in the hexagonal area to the west.

The Sarwins and favored guests had private banquets in this room. The walls of the hexagonal section are magic (strong illusion, CL 25), and if anyone in this room says "Show me the world" in any language, these walls become transparent, affording a magnificent view of the landscape beyond. The walls can be returned to their normal state by the command phrase, "Hide me from the world." This effect is one of the few powerful magical effects Annah

and Zebulahr invested in the castle outside the Pit of Ubothar and the Skytower.

Creatures: Apori has placed two advanced invisible stalkers in this room.

Advanced Invisible Stalkers (4): hp 204; see area 38 for statistics.

Development: Tiboquoboc and his minions slay these invisible stalkers on Day 1.

47. Baths (EL 19)

This large room contains several sunken pools of varying shapes. Numerous lacquered wooden partitions leaning against the north wall look like they can make any of the baths more private. The water in each bath is now cold and tepid. A strange machine sits in the northeast corner of the room: a complicated contraption made of numerous dials and wheels with several metal pipes descending into the floor from a large metal tank standing in the corner.

A clever network of pipes that carried steam directly under the various baths once heated the water in these baths; which bath got heated to what temperature is controlled by the giant water heater/stove in the corner.

The secret door to the south is not only cleverly hidden (Search DC 40 to discover), but also magically enhanced and protected. It is, in fact, an adamantine door covered by a thin layer of disguising stone and paint.

Creatures: Although nothing here is of any monetary value, the secret door was reason enough for Apori to station two powerful air elementals in here.

Advanced Elder Air Elementals (2): hp 414; see the *Skytower Portal* sidebar for details.

Trap: The secret door to the south is nearly impossible to bypass without the *sky key*. If the *sky key* is inserted into either door's keyhole and turned to the left, both doors turn ethereal for 3 rounds. When they solidify after these 3 rounds, any object or creature standing in the doorway is pushed gently (but inexorably) into area 36. If the *sky key* is inserted into the door's keyhole and turned to the right, it instantly teleports to a display case in area 61, and that door lances the person who turned the key with a powerful bolt of electricity. Anyone who tries to pick the lock quickly finds that the keyhole seems to be merely a hole in the door; there are no tumblers or moving parts inside it, and thus the door cannot be unlocked in this manner. The keyhole can be activated blindly with a successful Use Magic Device check (DC 50), although the epic nature of the door makes this nearly impossible for most nonepic characters. Any attempt to unlock the door with either skill (Open Lock or Use Magic Device) triggers the lightning trap against the person making the skill check. The door also blasts anyone who successfully deals damage to it with a similar bolt of lightning. Each door can emit a bolt of lightning once per round, as long as the lightning trap is active. The doors themselves are effectively epic magic items, but since they cannot be removed from this location without destroying them, their value to thieves is limited.

Magic Adamantine Door: 2 in. thick; hardness 20; hp 80; Break DC 60; SR 38; the door self-repairs damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Lightning Trap: CR 17; magic device; touch trigger; automatic reset; bolt of lightning (20d10 electricity, Reflex DC 14 halves); Search DC 28; Disable Device DC 28, *dispel magic* against caster level 25th disables for 1d4 rounds. Market Price: 79,900 gp.

Development: Tiboquoboc and his minions try to search this room on Day 1, but they are repulsed by the air elementals after slaying one of them and dealing 45 points of damage to the other. Believing that this room holds nothing more of interest, they choose to ignore it on their next several forays into this area.

48. Skytower Lounge (EL 19)

The air in this room is cool and pleasant. The walls and ceiling seem to be coated with a layer of sparkling dust that fills the room with a soothing blue illumination. To the west, a set of double doors made of black metal stands, their faces engraved with all sorts of clouds and cavorting genies. A single keyhole is in the center of each door, neither of which has an actual handle or knob. The room is spartan in décor, with a pair of couches in the hexagonal area to the east and a pair of large stone statues standing near the stairs.

This room was the official main entrance to the Skytower of Sarwin. It served as little more than an entrance to the Skytower and as a guardroom for two powerful creatures built long ago by Zebulahr Sarwin.

The stairs in the center of the room lead up to area 60 and down to area 26.

Creatures: An advanced elder air elemental protects this room, like many of the other rooms in the Skytower, placed here by Apori. The elemental attacks anyone who enters the room, but it takes care to avoid damaging any of the items stored here and won't activate its whirlwind power as a result. It can sense the presence of the *sky key* (currently hidden in area 43), and if it senses someone in this room carries this item, it holds off its attack for 3 rounds. If, by this time, no one has clearly identified themselves as a member of the Sarwin family here under the watchful eye of Apori, the elemental attacks at once. If it can, it captures the *sky key* and returns it to Apori.

But the elemental isn't the only guardian in the room; the two stone statues are both greater stone golems, sculpted in the image of Zebulahr Sarwin's wife, Annah. The two golems have served as the Skytower's guards since the castle was built six centuries ago. The golems do not activate if a Sarwin is present in the room, unless specifically commanded to do so by a Sarwin.

Greater Stone Golems (2): hp 271, see Monster Manual, pages 136–137.

Advanced Elder Air Elemental: hp 414; see the *Skytower Portal* sidebar for details.

Trap: Both the doors to the west and the secret door to the north are difficult to get through without the *sky key*; they are detailed in areas 36 and 47 respectively.

The stone walls of the Skytower (including the floors and ceiling) have been magically enhanced. The sparkling "dust" on the walls is actually a thin layer of magically treated lead that prevents many divination spells from seeing through the walls.

Finally, each room in the Skytower is protected with a dimensional lock spell cast at caster level 25; these dimensional lock spells have been made permanent by the same 25th-level casters, so a caster of lower than 25th level cannot dispel them.

Magically Treated Reinforced Masonry Walls: 5 ft. thick; hardness 16; hp 900; Break DC 65; SR 38; the walls self-repair damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Development: On day 3, Tiboquoboc and his minions destroy the elemental guarding this room. Tiboquoboc can prevent the golems from attacking him and his allies as a benefit of possessing Arezi Sarwin.

49. Library (EL 22+)

The walls of this large room are dominated by bookshelves, which are in turn piled with hundreds of books. More freestanding bookshelves stand in the middle of the room. An open area in the eastern portion of the room possesses several comfortable chairs and a table that provide a nice place to sit and read. To the west, several freestanding bookshelves have been pushed up against the wall to make room for a crude bed and shrine of some sort.

This luxurious library contains numerous books covering many topics. One sixth of the books in the library cover general topics of all sorts. Another third of the books cover details on the natural world. The remaining books are focused on magic and magical theory.

Any Knowledge checks made in this library with the aid of these books gains a +1 circumstance bonus. Knowledge (nature) checks gain a +2 circumstance bonus, and Knowledge (arcana) checks gain a +4 bonus. Although none of the books are magical, most of them are in excellent condition. The total stock in the library is worth 9,000 gp if it can be transported and sold as a lot.

Creatures: Tiboquoboc has selected this area to be his lair while he works at trying to reach the Pit of Ubothar. He is resting or meditating here when he's not leading a foray into the northern sections of the floor. He relies mostly on his allies and minions to protect him, but he keeps a personal guard of four Ironmaw orcs and one progeny of Alorzulan nearby him at all times.

Ironmaw Barbarians (4): hp 114, see the orc camp above for full statistics.

Progeny of Alorzulan: hp 229, see the orc camp for full statistics.

Tiboquoboc: hp 142, see The Invaders of Sarwin Castle above for full statistics.

50. Southwest Tower Access

Two flights of stairs in this area provide exits: one flight leading upward and one leading downward.

The stairs going up lead to area 58 and those going down to area 33. Tiboquoboc has sealed off both stairways with *wall of stone* spells.

51. Conservatory

This large conservatory contains several long, overstuffed couches that are lined up in rows along the north and south wall. Several large musical instruments, including a huge harp, a grand piano, and a harpsichord, dominate the middle of the room. Several glass cabinets against the east wall contain many more instruments, such as horns, flutes, and lutes.

This room is where Tiboquoboc meets with his allies every evening at 8:00; they normally sit on the couches to the north.

Treasure: The musical instruments (they number 15, including the three large ones in the middle of the room) are all masterwork quality.

52. Southeast Tower Access

Two flights of stairs in this area provide exits: one flight leading upward and one leading downward.

These stairs lead down to area 28 and up to area 59, although Tiboquoboc has sealed off the stairs leading up with a *wall of stone*.

TOWER LEVELS

Although Tiboquoboc has little interest in the tower levels of the castle (with the obvious exception of the Skytower, areas 60–62), each of these rooms is guarded by air elementals brought in by Apori using the *Skytower Portal*. She understands that these towers provide a convenient way for intruders to invade the castle and has shored up the defenses of these rooms accordingly.

53. Northtower Entrance (EL 17)

Two flights of stairs in this area provide exits: one flight leading upward and one leading downward.

The stairs lead down to area 34. Leading up, they end at a strong wooden trapdoor that has been locked with an *arcane lock* spell by Apori. Additionally, she has protected this room with a creature and a trap.

Above, the trapdoor leads to the tower roof and an impressive view of the surrounding terrain. Characters who clamber up here (or try to land here from outside) immediately attract the attention of Apori and the four elder air elementals that protect the airy region around the castle.

Creature: A single elder air elemental guards this room and attacks anything that enters.

Advanced Elder Air Elemental: hp 414; see the *Skytower Portal* sidebar for details.

Trap: Apori has placed a *symbol of insanity* on the trapdoor; it activates when the door is opened.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

Development: On day 2, Tiboquoboc and his allies slay the air elemental and disarm the *symbol of insanity*.

54. Storage

This room is filled with a large number of crates and boxes; they look intact and unmolested.

This area is used as storage for various religious paraphernalia such as incense, braziers, repair materials, holy texts, and the like.

The door into this room is locked (Open Lock DC 30).

Treasure: A successful Search check (DC 20) uncovers 15 bottles of holy water and two doses of *incense of meditation*.

55. Chapel

This hexagonal chamber has several comfortable-looking benches against the north and south walls that face toward the center of the room and a large dais. A large banner with a holy symbol hangs from the rafters above the dais, and a small altar and podium sit at its center.

This room was a small chapel dedicated to Pelor (or an equivalent deity from your game world) that was tended by a single cleric. The servants, guards, and Sarwins themselves were all devout worshipers of this deity, and the castle's cleric held regular services here. This chapel is modest and unassuming, but it was much loved by the inhabitants of the castle.

56. Priest's Quarters (EL 4)

This chamber seems to be a combination of personal bedchamber and shrine. A large chest at the foot of the bed sits carelessly open, and its contents are half-strewn across the floor.

The castle's cleric rushed out to greet "Arezi" with the rest of the Sarwin family when she (under the control of Tiboquoboc) arrived at the castle a few days ago. The cleric snatched up his magic scrolls and potions from the chest, not knowing what he might need to tend to Arezi's condition, and was slain with the rest of the Sarwins when Tiboquoboc's ambush was sprung.

A hidden wall safe can be discovered with a successful Search check (DC 30). Unlike the wall except in area 43, this safe is relatively easy to pick. A successful Open Lock check (DC 30) opens the safe, which is trapped.

Trap: The wall safe is protected by a *glyph of warding* that triggers if it is opened by someone who does not recite the pass phrase "Pelor's light shines through the darkest of nights."

Glyph of Warding: CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [blindness/deafness], 5th-level cleric), Search DC 28; Disable Device DC 28. Cost: 150 gp to hire NPC spellcaster.

Treasure: Inside the safe is a single silk pouch containing 15 diamonds worth 1,000 gp each. These diamonds were an emergency reserve to be used as spell components for spells to bring back the dead.

Development: On day 2, the trap is disarmed and the diamonds taken by Tiboquoboc's minions.

57. Solarium (EL 19)

This roofless chamber is exposed to the sky above. Several weatherproofed couches sit about this area, flanked by verdant potted plants and small tables.

This area was used by the Sarwins to relax in the sunlight during the summer.

Creature: Since it's open to the air, any characters in this area quickly attract the attention of the elder air elementals that patrol the area around the castle itself; assume that one of them passes within sight and hearing distance to this area once every 1d10 rounds.

Advanced Elder Air Elemental: hp 414; see the *Skytower Portal* sidebar for details.

Trap: The door in the east wall is locked with an *arcane lock* cast by Apori (CL 16), and it bears a *symbol of insanity* as well.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

58. Aviary Access (EL 19)

This large room contains a flight of stairs that lead down and up. Several large sacks lie stacked against one wall next to a wooden cupboard.

The stairs lead down to area 50. Leading up, they end at a strong wooden trapdoor that has been locked with an *arcane lock* spell by Apori. Additionally, she has protected this room with a trap. The sacks contain various types of birdseed, and the cupboard contains various tools for tending and grooming the expensive birds above.

Above, the trapdoor leads to the tower roof, which is flat and contains several large and extravagant birdcages. The birds inside the cages are normal but rare examples of local birdlife. They haven't been fed or watered since the Sarwins died, and several of them have already died of thirst.

Characters who clamber up here (or try to land here from outside) immediately attract the attention of Apori and the four elder air elementals that protect the airy region around the castle.

Trap: Apori has placed a *symbol of insanity* on the trapdoor; it activates when the door is opened.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

Development: On day 2, Tiboquoboc and his allies slay the air elemental and disarm the *symbol of insanity*.

59. Observatory Access

This large room contains a flight of stairs that lead down and up.

The stairs lead down to area 52. Leading up, they end at a strong wooden trapdoor that has been locked with an *arcane lock* spell by Apori. Additionally, she has protected this room with a trap.

Above, the trapdoor leads to the tower roof, which is flat and contains several fairly comfortable weatherproofed chairs and tables. A small stone shed at the edge of the tower roof is locked (Open Lock DC 30) and contains a pair of masterwork telescopes. Each telescope weighs 25 lbs. and grants a +2 circumstance bonus on Search checks made to find distant objects. They are each worth 2,000 gp.

Characters who clamber up here (or try to land here from outside) immediately attract the attention of Apori and the four elder air elementals that protect the airy region around the castle.

Trap: Apori has placed a *symbol of insanity* on the trapdoor; it activates when the door is opened.

Symbol of Insanity: CR 9; spell; spell trigger; no reset; spell effect (*symbol of insanity*, 16th-level sorcerer, Will DC 22 negates); multiple targets (all creatures within 60 feet); Search DC 33; Disable Device DC 33. Cost: 6,280 gp to hire NPC spellcaster.

60. Skytower Research Laboratory (EL 21)

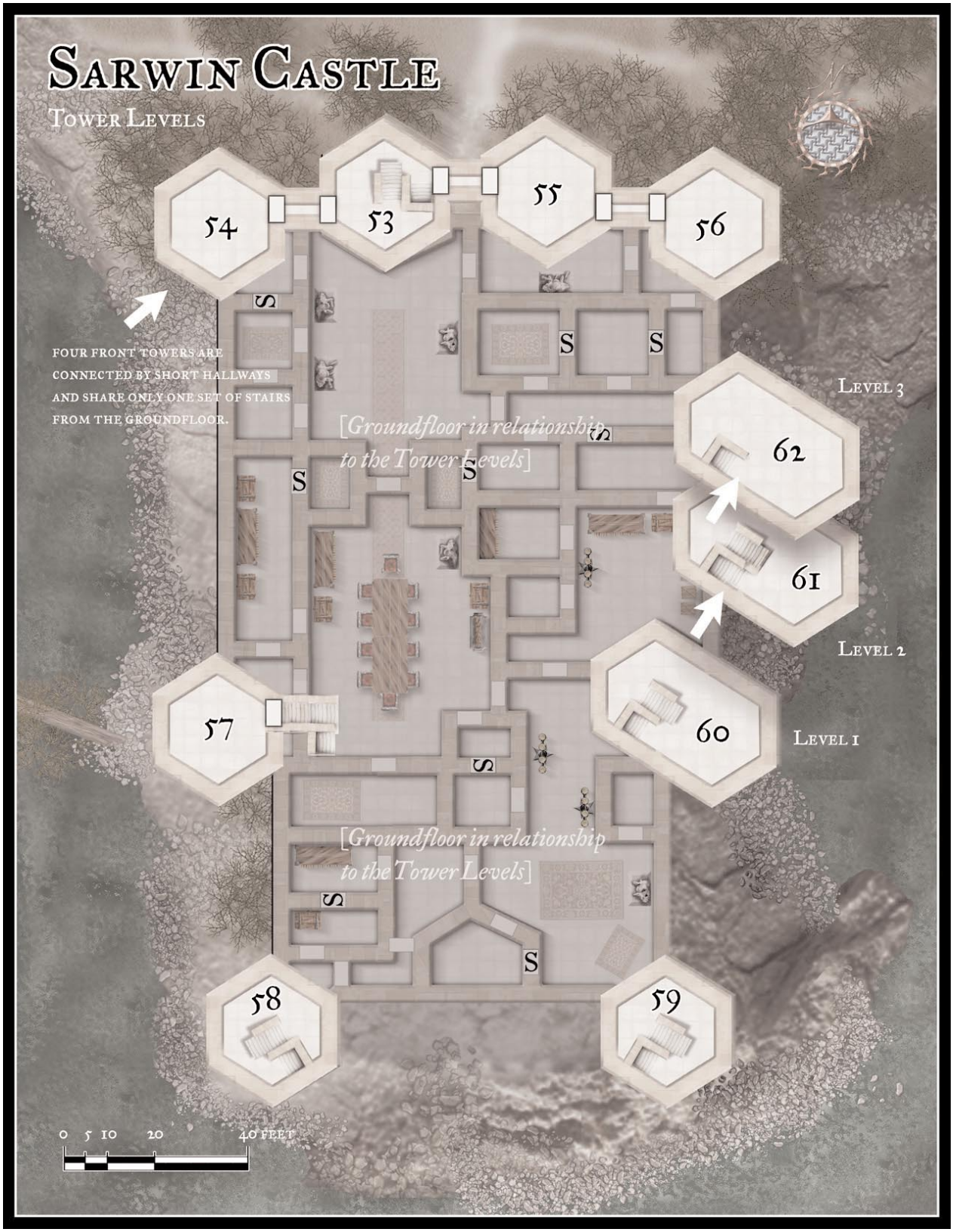
This large room is quite well equipped and obviously some sort of laboratory. Several writing desks and lab tables fill most of the room's free space. Two large barrels and a stone basin are located in the southeast corner. The walls shimmer and sparkle with a faint glow.

This laboratory has been used to create numerous types of magic items or research any number of spells in the past. The latest Sarwins, with the exception of Arezi, were not that heavily into magic, though, so for the past two decades this chamber has lain unused.

The stairs lead down to area 48 and up to area 61.

A spellcaster who uses this laboratory to learn a new spell gains a +4 circumstance bonus on Spellcraft checks made to learn the spell. Alternatively, up to four spellcasters can share this space and gain a +2 circumstance bonus on such checks.

Many of the tools and resources found in this room are magically enhanced to streamline and assist in the process of creating magic items. Any magic items created in this lab cost 5% less to create and thus reduce the XP cost needed to create the item. The final item functions normally. This is more a property of this room rather than a property of the tools within; removing the tools to a


SARWIN CASTLE
TOWER LEVELS
54
53
55
56
FOUR FRONT TOWERS ARE CONNECTED BY SHORT HALLWAYS AND SHARE ONLY ONE SET OF STAIRS FROM THE GROUNDFLOOR.
[Groundfloor in relationship to the Tower Levels]
62
61
LEVEL 3
LEVEL 2
57
60
LEVEL 1
[Groundfloor in relationship to the Tower Levels]
58
59
0 5 10 20 40 FEET

different location renders this effect null until the tools are returned.

Creatures: This room provides direct access to the *portal* chamber above. As a result, Apori has placed several elemental and outsider guardians in this room to prevent any intruders from reaching the *portal* above. Three advanced elder air elementals are posted here; they immediately attack anyone who enters the room. Also located here is a ghaele eladrin fighter named Tisa called by Apori through the *Skytower portal*.

Advanced Elder Air Elementals (3): hp 414; see the *Skytower Portal* sidebar for details.

Tisa (Humanoid Form): Female ghaele eladrin fighter 4; CR 17; Medium outsider (chaotic, eladrin, extraplanar, good); HD 10d8+50 plus 4d10+20; hp 137; Init +6; Spd 50 ft.; AC 34, touch 12, flat-footed 32; Base Atk +14; Grp +23; Atk +28 melee (2d6+19/19–20, *+4 holy greatsword*); Full Atk +28/+23/+18 melee (2d6+19/19–20, *+4 holy greatsword*); SA gaze, spell-like abilities, spells; SQ alternate form, damage reduction 10/evil and cold iron, darkvision 60 ft., immunities (electricity, petrification), low-light vision, outsider traits, protective aura, resistance to cold 10 and fire 10, spell resistance 28, tongues; AL CG; SV Fort +16, Ref +10, Will +11; Str 28, Dex 15, Con 20, Int 14, Wis 17, Cha 18.

Skills and Feats: Concentration +18, Diplomacy +19, Handle Animal +20, Hide +14, Knowledge (religion) +15, Knowledge (the planes) +15, Listen +16, Move Silently +14, Ride +17, Sense Motive +16, Spot +16; Combat Expertise, Dodge, Improved Disarm, Improved Initiative, Improved Trip, Mobility, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Gaze (Su): Tisa can slay evil creatures of 5 or fewer HD at a range of up to 60 feet with her gaze (Will DC 19 negates). Even if the save succeeds, the creature is affected as though by a fear spell for 2d10 rounds. A nonevil creature or an evil creature with more than 5 HD must succeed on a DC 19 Will save or suffer the fear effect. The save DCs are Charisma-based.

Spell-Like Abilities: At will—*aid, charm monster* (DC 18), *color spray* (DC 15), *comprehend languages, continual flame, cure light wounds* (DC 15), *dancing lights, detect evil, detect thoughts* (DC 16), *disguise self, dispel magic, hold monster* (DC 19), *greater invisibility* (self only), *major image* (DC 17), *see invisibility, greater teleport* (self plus 50 pounds of objects only); 1/day—*chain lightning* (DC 20), *prismatic spray* (DC 21), *wall of force*. Caster level 12th. The save DCs are Charisma-based.

Spells: Tisa can cast divine spells as a 14th-level cleric. She has access to the Air and Animal domains.

Alternate Form (Su): Tisa can shift between her humanoid and globe forms as a standard action. In humanoid form she cannot fly or use her light rays, but she can use her gaze attack and spell-like abilities, make physical attacks, and cast spells. In globe form, she can fly and use her light rays and spell-like abilities, but she cannot cast spells or use her gaze attack. The globe form is incorporeal, she Tisa has no Strength score while in that form. She remains in one form until she chooses to assume a new one. A change in form cannot be dispelled, and she does not revert to any particular form when killed. A true seeing spell or ability, however, reveals both forms simultaneously.

Outsider Traits: Tisa cannot be *raised, reincarnated* or *resurrected* (though a *limited wish, wish, miracle*, or *true resurrection* spell can restore life). Darkvision 60 ft.

Protective Aura (Su): Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of her. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (caster level 14th).

Tongues (Su): Tisa can speak with any creature that has a language as though using a *tongues* spell (caster level 14th). This ability is always active.

Cleric Spells Prepared (6/7/7/6/5/4/4/3; save DC 13 + spell level): 0—*cure minor wounds, detect magic, guidance, light, resistance, virtue;* 1st—*bless, calm animals*, command, divine favor, obscuring mist*, sanctuary , shield of faith;* 2nd—*aid, align weapon, bear's endurance, hold animal*, lesser restoration, remove paralysis , zone of truth;* 3rd—*daylight, gaseous form*, prayer, remove curse, searing light, water breathing;* 4th—*death ward, dismissal, divine power, restoration, summon nature's ally IV (animal)*;* 5th—*control winds*, flame strike, raise dead, true seeing;* 6th—*banishment, blade barrier, chain lightning*, heal;* 7th—*animal shapes*, holy word, summon monster VII.*

Possessions: +4 holy greatsword, +4 chain shirt.

Tisa (Globe Form): Female ghaele eladrin fighter 4; CR 17; Medium outsider (chaotic, eladrin, extraplanar, good, incorporeal); HD 10d8+50 plus 4d10+20; hp 137; Init +6; Spd fly 150 ft. (perfect); AC 24, touch 16, flat-footed 22; Base Atk +14; Grp —; Atk +16 ranged touch (2d12, light ray); Full Atk +16 ranged touch (2d12, 2 light rays); SA light ray, spell-like abilities; SQ alternate form, damage reduction 10/evil and cold iron, darkvision 60 ft., immunities (electricity, petrification), incorporeal subtype, low-light vision, outsider traits, protective aura, resistance to cold 10 and fire 10; spell resistance 28, tongues; AL CG; SV Fort +16, Ref +10, Will +11; Str –, Dex 15, Con 20, Int 14, Wis 17, Cha 18.

Skills and Feats: Concentration +18, Diplomacy +19, Handle Animal +20, Hide +14, Knowledge (religion) +15, Knowledge (the planes) +15, Listen +16, Move Silently +14, Ride +17, Sense Motive +16, Spot +16; Combat Expertise, Dodge, Improved Disarm, Improved Initiative,

Improved Trip, Mobility, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Light Ray (Ex): When in globe form, Tisa can project light rays with a range of 300 feet. This attack overcomes damage reduction of any type.

Spell-Like Abilities: At will—*aid, charm monster* (DC 18), *color spray* (DC 15), *comprehend languages, continual flame, cure light wounds* (DC 15), *dancing lights, detect evil, detect thoughts* (DC 16), *disguise self, dispel magic, hold monster* (DC 19), *greater invisibility* (self only), *major image* (DC 17), *see invisibility, greater teleport* (self plus 50 pounds of objects only); 1/day—*chain lightning* (DC 20), *prismatic spray* (DC 21), *wall of force*. Caster level 12th. The save DCs are Charisma-based.

Alternate Form (Su): Tisa can shift between her humanoid and globe forms as a standard action. In humanoid form she cannot fly or use her light rays, but she can use her gaze attack and spell-like abilities, make physical attacks, and cast spells. In globe form, she can fly and use her light rays and spell-like abilities, but she cannot cast spells or use her gaze attack. The globe form is incorporeal, she Tisa has no Strength score while in that form. She remains in one form until she chooses to assume a new one. A change in form cannot be dispelled, and she does not revert to any particular form when killed. A true seeing spell or ability, however, reveals both forms simultaneously.

Incorporeal Traits: Tisa is harmed only by other incorporeal creatures, magic weapons, spells, spell-like abilities, and supernatural abilities. She has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. She can pass through solid objects, but not force effects, at will. Her attacks ignore natural armor, armor, and shields, but deflection bonuses and force effects work normally against them. Tisa always moves silently and cannot be heard with Listen checks if she doesn't wish to be.

Outsider Traits: Tisa cannot be *raised, reincarnated* or *resurrected* (though a *limited wish, wish, miracle*, or *true resurrection* spell can restore life). Darkvision 60 ft.

Protective Aura (Su): Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of her. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (caster level 14th).

Tongues (Su): Tisa can speak with any creature that has a language as though using a *tongues* spell (caster level 14th). This ability is always active.

Trap: The stone walls of the Skytower (including the floors and ceiling) have been magically enhanced. The sparkling "dust" on the walls is actually a thin layer of magically treated lead that prevents many divination spells from seeing through the walls.

Finally, each room in the Skytower is protected with a *dimensional lock* spell cast at caster level 25; these *dimensional lock* spells have been made permanent by the same 25th-level casters, so a caster of lower than 25th level cannot dispel them.

Magically Treated Reinforced Masonry Walls: 5 ft. thick; hardness 16; hp 900; Break DC 65; SR 38; the walls self-repair damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Development: Tisa isn't quite as eager to attack intruders as the elementals; it has spoken at length with Apori and knows the general description of Tiboquoboc and his minions. If the party doesn't include any orcs, giants, harpies, demons, or undead, Tisa hesitates before joining the elementals and uses *detect evil* to scan the party. If there are no evil creatures in the party, she commands the elementals to halt the attack (which they do, begrudgingly) while she asks the party to explain themselves quickly. A quick-witted and honest party should gain Tisa's trust, which goes a long way toward earning the aid of Apori. If she detects evil in the party, or if they attack her, she joins the battle.

If combat breaks out in this room, Apori hears and casts her short duration defensive spells on herself before flying down the stairs to aid in the combat. If Tisa has already started to make a truce with the party, Apori takes over the conversation as detailed in area 61.

On day 3, Tiboquoboc and his allies reach this chamber and a fearsome battle ensues. Two of the elementals are slain before Tiboquoboc and his allies are forced to retreat. On day 4, an even more destructive battle ensues, but this time Tiboquoboc and his allies win and Tisa, the remaining elemental, and Apori are slain.

61. *Skytower Portal* (EL 21)

This large room is swirling with blasts of alternating cold and hot gusts of forceful wind. The room itself is empty except for a large ring of glowing blue crystal to the southeast. This ring is attached to the floor, walls, and ceiling by thin, taut adamantine chains that hum with tension. Swirling vortices of white mist churn inside of the ring, and a shrill howling, as if of wind over hollows in a broken landscape, emanates from it. The walls of the room glow with sparkling energy. A flight of stairs leads both up and down in the center of the room.

This room is the current lair of a powerful djinni sorcerer named Apori. She has served the Sarwin family for just over 600 years, part of a period of 1,000 years of servitude as

payment for the fact that Annah and Zebulahr once saved an entire city of djinni on the Elemental Plane of Air from being destroyed by a flight of half air-elemental black dragons. Her task is to guard Sarwin Castle, in particular, the Skytower and the Pit of Ubothar below. She knows all about the history of the region, including Tiboquoboc's ancient attempt to awaken Ubothar. She does not know that it is Tiboquoboc who has possessed Arezi, though.

Apori was allowed by the Sarwins to spend most of her time on the Elemental Plane of Air in her cloud villa. The *Skytower portal* has been bonded to her, and as long as it exists, she can sense the general condition of the castle. When Tiboquoboc slew the Sarwins, the resulting blast of spiritual energy called her here. She quickly began to set up wards and conjure guardians to protect the castle, and only once they were in place did she start to research what had happened. Unfortunately, she's too afraid to leave the Skytower for long; the time it took to place the numerous *symbols of insanity* in the castle was almost too long for her sense of duty to the *portal* to bear. As a result, she is still fairly ignorant as to the exact nature of the invaders.

Creature: Apori appears as a strikingly beautiful woman with dark skin and bright blue eyes. Her long black hair is braided into dozens of thin braids that snake and curl in the air. Mystic tattoos on her face and arms in various blue and black inks further enhance her exotic appearance.

Apori spends most of her time patiently standing guard in this room, waiting for the inevitability of the castle invaders to breach the defenses of the Skytower. She's fairly certain that no one can reach the Pit of Ubothar without the *stasis scepter* she carries, but if she senses the wards around the Pit collapse, she immediately abandons her post here, gathers up Tisa and any elementals she can, and flies down into the dungeon to punish and slay the transgressors.

It's far more likely, though, that she is confronted here in the Skytower. She might also sense intruders flying near the castle or clambering around on its walls or roof, in which case she sends elementals after the intruders. She only leaves this room to aid Tisa and the elementals in area 61, or to help repel flying or climbing intruders outside that the three elementals are having a hard time with.

Apori: Female djinni sorcerer 16; CR 21; Large outsider (air, extraplanar); HD 7d8+28 plus 16d4+64; hp 163; Init +9; Spd 20 ft., fly 60 ft. (perfect); AC 23, touch 14, flat-footed 18; Base Atk +15; Grp +23; Atk +18 melee (1d8+4, slam); Full Atk +18 melee (1d8+4, 2 slams); Space/Reach 10 ft./10 ft.; SA air mastery, spell-like abilities, whirlwind; SQ darkvision 60 ft., immunity to acid, outsider traits, *plane shift*, telepathy 100 ft.; AL CG; SV Fort +14, Ref +15, Will +15; Str 18, Dex 20, Con 18, Int 17, Wis 12, Cha 29.

Skills and Feats: Appraise +13, Bluff +25, Concentration +30, Craft (trapmaking) +29, Diplomacy +23, Escape Artist +15, Hide +1, Intimidate +11, Knowledge (arcana) +29, Listen +11, Move Silently +15, Sense Motive +11, Spellcraft +33, Spot +11; Combat Casting, Combat Expertise, Combat Reflexes, Craft Wondrous Item, Dodge, Extend Spell, Improved Initiative, Maximize Spell, Mobility.

Air Mastery (Ex): An airborne creature takes a –1 penalty on attack and damage rolls against Apori.

Spell-Like Abilities: At will—*invisibility* (self only); 1/day—*create food and water, create wine* (as create water, but wine instead), *gaseous form* (1 hour), *major creation* (created vegetable matter is permanent), *persistent image* (DC 24), *wind walk*. Caster level 20th. The save DCs are Charisma-based.

Whirlwind (Su): Apori can transform herself into a whirlwind once every 10 minutes and remain in that form for up to 7 rounds. In this form, she can move through the air or along a surface at her fly speed. The whirlwind is 5 feet wide at the base up to 30 feet wide at the top, and up to 50 feet tall (at least 10 feet).

Apori's movement while in whirlwind form does not provoke attacks of opportunity, even if she enters another creature's space. Another creature might be caught in the whirlwind if it touches or enters it, or if Apori moves into or through the creature's space. Any Medium or smaller creature might take damage when caught in the whirlwind and be lifted into the air.

An affected creature must succeed on a DC 20 Reflex save upon coming into contact with the whirlwind or take 3d6 points of damage. It must also succeed on a DC 20 Reflex save or be picked up bodily and held suspended in the powerful winds, automatically taking 1d8 points of damage each round. A creature with a fly speed is allowed a DC 20 Reflex save each round to escape the whirlwind. The creature still takes damage but can leave if the save is successful. The save DC is Strength-based and includes a +3 racial adjustment.

A creature trapped in the whirlwind cannot move except to go where Apori carries it or to escape the whirlwind. It can otherwise act normally but must make a Concentration check (DC 15 + spell level) to cast a spell. A creature caught in the whirlwind takes a –4 penalty to Dexterity and a –2 penalty on attack rolls.

Stasis Scepter (Artifact)

The *stasis scepter* is a minor artifact created centuries ago by Arezi and Zebulahr Sarwin. This short rod is a length of adamantine, platinum, and gold, all braided together and set with a large, clear opal at one end. The *stasis scepter's* purpose is to enclose an object, creature, or area in a shield of force and stasis not unlike that generated by a *temporal stasis* spell.

To place a creature or object in *temporal stasis*, the wielder of the scepter need only make a melee touch attack. The creature or object struck can resist the effect with a successful Fortitude save (DC 28), otherwise the creature or object is placed in *temporal stasis*. This effect is permanent, although only one creature or object can be placed in stasis at a time by the scepter. Placing a second target in stasis immediately lifts the effect from the previous victim.

To place an area in *temporal stasis*, the wielder needs to concentrate on the area for 1 minute while holding the scepter. The region to be so affected must be a location that is well known by the user, and must be within a mile of the user's current location, but, aside from that, any barriers between the user and the location to be placed in stasis are irrelevant. The area to be encased in stasis can be no larger than 500,000 cubic feet; the affected area can be shaped as desired by the user. Creatures within the area when it is placed in stasis are not themselves placed in stasis and may move about freely within the confines

Apori can have only as many creatures trapped inside a whirlwind at one time as will fit inside the whirlwind's volume. Apori can eject any carried creatures whenever she wishes, depositing them wherever the whirlwind happens to be.

If the whirlwind's base touches the ground, it creates a swirling cloud of debris. This cloud is centered on Apori and has a diameter equal to half the whirlwind's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment. Anyone caught in the cloud must succeed on a Concentration check (DC 15 + spell level) to cast a spell.

While in whirlwind form, Apori cannot make melee attacks and does not threaten the area around him.

Outsider Traits: Apori cannot be *raised*, *reincarnated*, or *resurrected* (though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore life). Darkvision 60 ft.

***Plane Shift* (Sp):** Apori can enter any of the elemental planes, the Astral Plane, or the Material Plane. This ability transports her and up to eight other creatures, provided they all link hands with her. This effect is otherwise similar to the spell of the same name (caster level 13th).

Sorcerer Spells Known (6/9/8/8/8/8/7/6/4; save DC 19 + spell level): 0—*detect magic, disrupt undead, flare, ghost sound, light, mage hand, prestidigitation, read magic, resistance;* 1st—*burning hands, identify, mage armor, magic missile, ray of enfeeblement;* 2nd—*arcane lock, cat's grace, detect thoughts, gust of wind, web;* 3rd—*dispel magic, haste, lightning bolt, wind wall;* 4th—*dimension door, ice storm, polymorph, solid fog;* 5th—*break enchantment, cone of cold, Mordenkainen's private sanctum, sending;* 6th—*disintegrate, greater heroism, legend lore;* 7th—*finger of death, summon monster VII;* 8th—*symbol of insanity.*

Possessions: Bracers of armor +6, cloak of charisma +6, stasis scepter, three 5,000-gp star sapphires (used to call elementals through the *Skytower portal*), 3 doses of powdered diamond and opal (worth 5,000 gp each, components for *symbol of insanity*).

Trap: The stone walls of the Skytower (including the floors and ceiling) have been magically enhanced. The sparkling "dust" on the walls is actually a thin layer of magically treated lead that prevents many divination spells from seeing through the walls.

Finally, each room in the Skytower is protected with a *dimensional lock* spell cast at caster level 25; these *dimensional lock* spells have been made permanent by the same 25th-level casters, so a caster of lower than 25th level cannot dispel them. The *Skytower portal* is an exception to the *dimensional lock;* it functions normally even in the presence of the *dimensional lock* as long as it remains fixed in place.

Magically Treated Reinforced Masonry Walls: 5 ft. thick; hardness 16; hp 900; Break DC 65; SR 38; the walls self-repair damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

Treasure: The only object in this room is also one of the greatest treasures in the entire castle. This is the *Skytower portal.*

Development: Despite her obsession with protecting the castle, Apori remains an intrinsically good creature and if it becomes apparent that the PCs aren't the true invaders of the castle, she quickly calls a truce. She desperately wants to know what has been going on, what happened to the Sarwins, and who the actual invaders are. As she listens to the stories told her by the PCs, she slowly begins to realize what happened to Arezi. She remembers when she vanished several years ago and came to offer her aid in tracking her down but was gently told that her services didn't extend beyond these castle walls, which it seemed is where Arezi had run off to. If Apori learns that Tiboquoboc is the force that's captured Arezi, she becomes both enraged and desperate, and she begs the party to help her defeat Tiboquoboc while at the same time preserving poor Arezi from further harm. If the party agrees, she aids them with what assistance she can, although she would rather not leave the Skytower. She allows the party to borrow two elder air elementals at a time to help them defeat Tiboquoboc and his allies if they still live. She also allows Tisa to accompany them.

On day 4, a destructive battle ensues in this room between Apori and Tiboquoboc's minions. Tiboquoboc and his allies win and Tisa, the remaining elemental, and Apori are slain.

of the area. Creatures that need to eat, drink, or breathe soon perish from hunger, thirst, or suffocation if the stasis is not lifted in time, however. An area placed in stasis remains so for one year. When the *stasis scepter* is used in this manner, it becomes inert for twice the duration the area remains in stasis (thus, for 2 years).

A shimmering amber barrier that cannot be passed through by any physical or magical means effectively surrounds an area placed in stasis. Effectively, a *wall of force* and a *dimensional lock* spell protects the area. This state persists until it is removed by *freedom* spell, a successful *Mordenkainen's disjunction* spell, or the touch of the *stasis scepter* to the amber field of energy.

The *stasis scepter* can cancel either of these effects (as well as the effects of a *temporal stasis* spell) by touch. The scepter can cancel a *temporal stasis* effect in this manner even when it is otherwise inactive as a result of maintaining an area stasis.

Apori does not give up the *stasis scepter* for any reason, since it is her greatest method of preventing malcontents such as Tiboquoboc from reaching the Pit of Ubothar.

62. Skytower Treasury (EL 18)

A pair of huge stone statues depicting a beautiful woman with a stern countenance dominates this large room. Beyond the two statues, to the southeast, sit five large chests.

Although the true treasure of Sarwin Castle consists of the artifacts in areas 43 and 61, and the contents of the safe in area 43, the Sarwins nonetheless often needed cold, hard cash for transactions. They kept a fair store of it here in one of the most secure places in their castle.

Creatures: Both statues are greater stone golems that are identical in appearance to the two down in area 48.

They animate and attack any intruders after 2 rounds if the pass phrase, "Behold the flawless beauty of Annah Sarwin" is not spoken before then.

Greater Stone Golems (2): hp 271, see the *Monster Manual*.

Treasure: All five chests are locked with amazing locks (Open Lock DC 40), but they are not trapped. The first chest contains 40,000 cp. The second contains 20,000 sp. The third contains 12,000 gp. The fourth contains 2,400 pp and 20,000 gp in various gemstones. The fifth chest is

Skytower Portal (Artifact)

The *stasis scepter* was not the only artifact created by Annah and Zebulahr Sarwin; this device was created at about the same time by the powerful spellcasters. Unlike the *stasis scepter,* though, the *Skytower portal* is not portable; it is an integral part of Sarwin Castle. To use the *Skytower portal*, a creature must first bond itself to the portal by meditating before it for an hour. This bond, once forged, is permanent.

The *portal* itself appears as a crystal disk held in place by adamantine chains. It can be used to create a *gate* effect once per day. If used to call a creature, this *gate* functions as the spell cast at CL 20. If used for planar travel, the *gate* created remains stable for 12 hours. The Sarwins through the generations often used this aspect of the tower to explore distant lands and remote regions.

The *portal* itself is particularly attuned to a specific region in the Elemental Plane of Air wherein dwell numerous highly powerful elder air elementals. Any creature bonded to the *portal* can call one of these elementals simply by sacrificing a star sapphire worth at least 5,000 gp by tossing it into the *gate.* One round later, an advanced elder air elemental (see statistics below) comes through the gate to serve the one who sacrificed the sapphire for a period not to exceed one week. Any number of elementals may be so commanded, as long as the user has enough star sapphires to sacrifice.

The *Skytower portal* can open a hole in the side of the tower to allow direct passage into and out of area 61. The hole created is circular and 10 feet in diameter, and it appears anywhere on the wall as directed by the user.

The Sarwins built one final feature into the *portal*—a feature that they hoped would never be used. Anyone bonded with the *portal* may make a melee attack (using any weapon) to break the *portal* and trigger a powerful *retributive strike*. The resulting explosion deals 400 points of force damage in a 30-foot spread. A successful Reflex save (DC 30) reduces the damage to 200 points.

The *Skytower portal* is not affected by the *dimensional lock* effect that blankets the Skytower itself.

Advanced Elder Air Elementals (2): CR 17; Huge elemental (air, extraplanar); HD 48d8+198; hp 414; Init +15; Spd fly 100 ft. (perfect); AC 27, touch 19, flat-footed 16; Base Atk +36; Grp +50; Atk +46 melee (2d8+6/19–20, slam); Full Atk +46 melee (2d8+6/19–20, 2 slams); Space/Reach 15 ft./15 ft.; SA air mastery, whirlwind; SQ damage reduction 10/—, darkvision 60 ft., elemental traits; AL N; SV Fort +22, Ref +39, Will +18; Str 22, Dex 33, Con 18, Int 10, Wis 11, Cha 11.

Skills and Feats: Hide +3, Listen +53, Spot +53; Alertness, Blind-Fight, Cleave, Combat Reflexes, Dodge, Flyby Attack, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Power Attack, Spring Attack, Toughness, Toughness, Weapon Finesse, Weapon Focus (slam).

Air Mastery (Ex): An airborne creature takes a –1 penalty on attack and damage rolls against an advanced elder air elemental

Whirlwind (Su): An advanced elder air elemental can transform itself into a whirlwind once every 10 minutes and remain in that form for up to 20 rounds. In this form, it can move through the air or along a surface at its fly speed. The whirlwind is 5 feet wide at the base up to 30 feet wide at the top, and up to 50 feet tall (at least 10 feet).

The elemental's movement while in whirlwind form does not provoke attacks of opportunity, even if it enters another creature's space. Another creature might be caught in the whirlwind if it touches or enters it, or if the elemental moves into or through the creature's space. Any Large or smaller creature might take damage when caught in the whirlwind and be lifted into the air. An affected creature must succeed on a DC 40 Reflex save upon coming into contact with the whirlwind or take 3d6 points of damage. It must also succeed on a DC 40 Reflex save or be picked up bodily and held suspended in the powerful winds, automatically taking 1d8 points of damage each round.

A creature with a fly speed is allowed a DC 40 Reflex save each round to escape the whirlwind. The creature still takes damage but can leave if the save is successful. The save DC is Strength-based. A creature trapped in the whirlwind cannot move except to go where the elemental carries it or to escape the whirlwind. It can otherwise act normally but must make a Concentration check (DC 15 + spell level) to cast a spell. A creature caught in the whirlwind takes a –4 penalty to Dexterity and a –2 penalty on attack rolls.

The elemental can have only as many creatures trapped inside a whirlwind at one time as will fit inside the whirlwind's volume. It can eject any carried creatures whenever it wishes, depositing them wherever the whirlwind happens to be.

If the whirlwind's base touches the ground, it creates a swirling cloud of debris. This cloud is centered on the elemental and has a diameter equal to half the whirlwind's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment. Anyone caught in the cloud must succeed on a Concentration check (DC 15 + spell level) to cast a spell. While in whirlwind form, the elemental cannot make melee attacks and does not threaten the area around it.

Elemental Traits: An advanced elder air elemental has immunity to poison, sleep effects, paralysis, and stunning. It is not subject to critical hits or flanking. It cannot be *raised, reincarnated,* or *resurrected* (though a *limited wish, wish, miracle,* or *true resurrection* spell can restore life). Darkvision 60 ft.

currently empty and is reserved for any guests who wish to store valuables during their stay in the Castle.

DUNGEON LEVEL

Although some areas of the Sarwin dungeon can be quite dangerous (particularly areas 81–84), for the most part, this adventure is unusual in that the true dangers facing the PCs are above ground. Sarwin Castle's dungeon is a well-maintained area—more of an extensive basement than an actual dungeon. The castle's builders were adventurers, though, and they couldn't resist calling the basement a dungeon while they lived, and the affectation has stuck through the generations.

63. Guard Post

This bleak chamber contains a single table surrounded by four chairs. A flight of stairs leads up to the southeast, and opposite that a row of prison cells extends to the west.

Sarwin Castle only rarely had prisoners (they had none when Tiboquoboc attacked), but when they did, a small group of guards was stationed in this area.

64. Prison Block

This hall is lined with prison cells, each enclosed behind a barred iron gate. All the cells appear to be empty.

These cells are all unlocked, and they can be locked with the appropriate keys (all of which are kept in the cabinet in area 25).

65. Secret Hideout

This tiny room contains a single overstuffed chair, a table, and a small bookshelf containing a large number of well-worn books. A short but comfortable bed is pushed up against the west wall, and several jugs and small boxes are stacked at its foot. The chair contains the room's only occupant: a long dead skeleton.

Maerak Sarwin, the ruling patriarch 240 years ago, valued his privacy. The life of an aristocrat, with its numerous social functions and responsibilities grated on his nerves, so he had this small secret room built to serve as a place to hide out when things grew too stressful. None of the other Sarwins or servants ever knew this room existed, much to Maerak's delight. Unfortunately, he suffered a powerful heart attack one night while reading in his favorite chair and died here. His wife and children believed he had left for a two-day trip to the south, and when he never returned, his wife quickly brushed over the search for him, so happy was she to have inherited the castle. Maerak lived as he died, in secrecy.

The boxes and jugs at the bed's foot once contained food and water for Maerak's longer stays here, but the contents of each have long since evaporated or rotted away.

Treasure: Maerak's body still wears his jewelry, including a *headband of intellect +4*, a *ring of freedom of movement*, and his signet ring. A successful bardic knowledge or Knowledge (nobility and royalty) check (DC 35) recognizes the signet ring as that of Maerak Sarwin's and allows that PC to recall that he supposedly vanished without a trace over 200 years ago.

The books are all old collections of poetry and epic sagas. They are all quite rare and valuable, and are worth 2,000 gp apiece. There are twelve books in all.

66. Burial Preparation

This room contains three stone biers and three matching cabinets, and all of them are closed.

This room was used to prepare the dead for burial. Sarwin tradition required all the family's dead to be wrapped in *shrouds of disintegration*, and then the shroud itself placed in a cherrywood coffer and placed in the appropriate niche in the family crypt.

Treasure: The cabinets are all locked (Open Lock DC 30) and contain *two shrouds of disintegration* each.

67. Pantry

This large room is cluttered with boxes, crates, shelves, and other storage units, making the room a virtual maze. A flight of stairs leads up in the western portion of the room.

This room is used to store nonperishable foodstuffs. The contents of the containers are mundane: grains and dried meats, mostly. The stairs lead up to area 14. The secret door to the north is very well hidden, and a successful Search check (DC 35) uncovers it from this side of the room.

68. Wine Cellar

This cramped chamber is filled with numerous wine racks, most of which are full, displaying quite a collection of rare and expensive alcohol.

This wine still exists only because the Ironmaw orcs haven't bothered to bash in the door yet. The door itself is locked (Open Lock DC 30).

Treasure: There are 230 bottles of wine in this room; 210 of them are worth 50 gp each, and the remaining 20 are worth 500 gp each.

69. Cold Storage

The air in this room is quite frigid . . . cold enough to frost your breath. Several racks of beef hang from hooks in the ceiling, along with a fair number of icicles. Numerous crates and barrels lie in the northern section of the room.

This room's cool temperatures are maintained by a permanent magical effect that keeps the room at a temperature of –10 degrees Fahrenheit; this magical effect operates at caster level 18. Apart from the temperature, though, there is little of interest in here.

70. Sarwin Crypt

The huge crypt is mostly open, although the eastern, western, and southern walls are covered with dozens of tiny niches measuring about 6 inches high and 18 inches long. Inside most of them sits a cherrywood coffer, and under each, a small bronze plaque is mounted. The northern wall is free of any niches and shimmers with a vibrant amber glow.

This room contains the disintegrated dead of the Sarwin line. There are 73 coffers in all. Each bronze plaque lists the name and dates of birth and death of its Sarwin. Each coffer contains a finely embroidered burial shroud wrapped around a handful of dust. Characters who try to search for Annah and Zebulahr's coffers can find them with a successful Search check (DC 20), but if they open the coffers, they find them to be empty.

The northern wall is magically enhanced with a *stasis wall* placed by Apori by means of the *stasis scepter*. As long as the *stasis wall* is in place, passage through the wall by any means is impossible.

71. Secret Tunnel

The floor of this narrow tunnel is covered with a thick layer of dust.

This secret exit was included during the castle's construction as a way for the denizens of the castle to escape unnoticed out the side of the cliff face in case the castle was put under siege. Over the generations, most of the Sarwins forgot about this never-used tunnel.

Today, this tunnel provides the PCs with the best route to sneak unnoticed into or out of the castle; none of Apori's or Tiboquoboc's forces even suspect its existence.

The secret doors at either end of this tunnel are very well hidden from outside the tunnel, and a successful Search check (DC 35) is required to find them. The doors are quite obvious from within the tunnel.

72. Training Room

Several padded mats, straw sparring dummies, training weights, and other objects used to train warriors are in this room. A large number of the items are damaged or sprawled on the ground in the northwest section of the room. Multiple bloodstains are on the walls and floors as well.

Perhaps more interesting than this is the fact that the eastern wall shimmers with a vibrant amber glow. A solid iron door in the east wall is covered over with this energy.

The guards of Sarwin Castle were expected to remain in top physical shape, and they used this room to keep their fighting skills sharp.

The guards and servants of Sarwin originally fled through this room and into area 74 when the Ironmaw orcs attacked. The guards tried to hold the orcs off here, but were mercilessly slaughtered.

The eastern wall is magically enhanced with a *stasis wall* placed by Apori by means of the *stasis scepter*. As long as the *stasis wall* is in place, passage through the wall by any means is impossible, and the iron door cannot be opened.

73. Latrines

This narrow room has six latrines in a row; the contents of which haven't seemed to be emptied in a few days. The stink in here is oppressive and cloying as a result.

74. Massacre Room (EL 16)

This room was once a storeroom, but it's apparent that something terrible happened in here quite recently. Containers are smashed, and blood is on the walls, pooling on the floor, and even spotting the ceiling in places.

The servants of the castle retreated here with their families and children, hoping to ride out the assault until the Sarwins returned. Unfortunately, they were cornered by several Ironmaw orcs who took their time killing everything in here. The bodies were dragged off to feed the chimeric dire bears, but the tormented spirits of the slaughtered servants remain and seethe . . .

Creatures: At midnight on day 2, the restless spirits of the poor servants complete their transformations into specters. They remain hidden until the next living creature enters the room, at which point they surge out of the floors and walls, trailing bits of their own clotted blood as they attack.

Once enraged, the specters continue to chase and attack their enemies, passing through walls and barriers

(except for the *stasis barrier*, of course) until they are destroyed.

Spectres (20): hp 45; see the *Monster Manual* for details.

75. Storage Overflow

This L-shaped room contains numerous bags, sacks, boxes, crates, and containers, most of which are stacked haphazardly against the walls.

Originally, this room was intended to be a guard room, but over time, it has slowly turned into another storeroom. The supplies kept here include an eclectic mix of firewood, bed sheets, soap, preserved food, clothing, spare parts for furniture, and anything else the servants thought they, their employers, or the castle itself might need.

76. Wood Storage

This room contains several stacks of dry firewood; the room is nearly filled to capacity.

This firewood is used in the numerous fireplaces throughout Sarwin Castle; the last winter was mild and as a result, the firewood stores are still full.

77. Well Room

This small room is featureless except for a low stone well in the center. Several buckets with attached ropes hang from pegs on the east wall.

This well drops 20 feet to the surface of the water, which fills the remaining 40 feet of depth.

78. Northern Entrance

A flight of stairs leads up to the north.

These stairs lead up to area 3.

79. Guardroom

The long narrow room contains a table surrounded by chairs; a large book sits on the table. The door to the north is made of iron, yet it has been wrenched from its hinges and now lies on the ground.

The truly interesting thing in this room, though, is the eastern wall, which glows softly with amber energy.

A single guard, posted to make sure no one got into the armory, typically staffed this room. All weapons had to be logged in the book, but since this duty was generally seen as the most boring in the castle, many of the guards took to writing crude and often shockingly indecent stories in the book's margins. When one guard finished a shift, the next would add to the story.

The eastern wall is magically enhanced with a *stasis wall* placed by Apori by means of the *stasis scepter*. As long as the *stasis wall* is in place, passage through the wall by any means is impossible.

80. Armory

The door to this room was made of stout iron, yet it has been wrenched from its hinges by something strong enough to leave a huge dent in the door itself, which now lies on the ground in the middle of the room. Weapons and armor racks, all empty, lie in a scattered heap on the ground.

The empty weapon racks are overshadowed by the strange sight of the eastern half of the southern wall, which glows with amber energy.

The orcs have gathered all the armor and weapons from this room (including those they took from the bodies of the fallen guards) and stacked them in the smoking room (area 18) with the rest of their loot for later sorting. Nothing of value remains here.

The glowing section of wall is magically enhanced with a *stasis wall* placed by Apori by means of the *stasis scepter*. As long as the *stasis wall* is in place, passage through the wall by any means is impossible.

THE STASIS CHAMBERS

Encounter areas 81–84 are built around the Pit of Ubothar and were expressly constructed to be solid and powerful. On top of this, the walls have been magically enhanced and fortified in a method similar to those of the Skytower walls. Unlike the Skytower, though, these walls have not been treated with the lead-based powder to prevent observation through them.

Additionally, the walls surrounding these areas (although not the walls completely inside these areas) are encased in a nearly impenetrable sheath of temporal energy. This is a *stasis field* placed by Apori through the use of the *stasis scepter*. *Mordenkainen's disjunction* and *freedom* both destroy the field, as does the *stasis scepter's* touch. Until the field is removed, these rooms cannot be entered. Tiboquoboc brings down these fields using the *stasis scepter* on day 5.

Magically Treated Reinforced Masonry Walls: 5 ft. thick; hardness 16; hp 900; Break DC 65; SR 38; the walls self-repair damage at the rate of 10 hp/round (this effect can be negated for 1d4 rounds with a successful *dispel magic* against caster level 25).

SARWIN CASTLE
DUNGEON LEVEL
FOOTPRINT OF GROUND LEVEL FLOOR FOR RELATIONSHIP ONLY.
TRAIL LEADING UP TO SECRET DUNGEON ENTRANCE
77
78
80
75
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S
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0 5 10 20 40 FEET

81. Iron Guardians

This square room is empty, except for a short stone pillar in the center of the room. Sitting atop the pillar is an upturned metal bowl. There are no other exits out of the room.

This room is in fact masked by a *screen* spell that makes the room appear to be nearly empty; Annah Sarwin made this effect permanent long ago. The pillar and bowl in the middle of the room are real, but the *screen* hides the fact that the walls, floor, and ceiling of the room are plated with highly reflective iron. The *screen* also hides the creatures.

The door to the east is made of iron and locked with an *arcane lock* (caster level 25).

Creatures: Three iron golems guard this room. One stands in each corner, except for the northwest corner. The iron golems are highly polished and exceptionally reflective. They remain motionless until someone triggers the trap or until they are attacked, at which point they all attack immediately.

Iron Golems (3): hp 129, see Monster Manual, page 136–137.

Trap: The trap in this room depends upon one of the few constants of the universe to function . . . adventurer curiosity. If the bowl is lifted off the pedestal, a brightly glowing 1-inch-diameter sphere of energy is revealed to be floating just off the surface of the pedestal. An instant later, the sphere detonates in a soundless explosion of light.

Characters who have successfully disbelieved the *screen* (or everyone, if the *screen* has been brought down), suffer a –4 circumstance penalty on the saving throw to avoid the effects of this trap since the *sunburst* is reflected about the room so powerfully by the walls, floor, ceiling, and golems. Additionally, as long as the *sunbursts* continue to be emitted, the golems gain concealment (20% miss chance).

Sunburst Trap: CR 9; magic device; visual (*true seeing*); automatic reset (once every 12 hours); spell effect (*sunburst*, 25th level, Reflex DC 22 partial) once per round for 10 rounds; multiple targets (all creatures within 80-foot burst); Search DC 33; Disable Device DC 33. Market Price: 60,300 gp.

Development: On day 5, Tiboquoboc and Alorzulan pass through this room. Tiboquoboc knows of the existence of the *screen* effect since Arezi figured it out when she first snuck into this room and made her saving throw to disbelieve the *screen*.

82. False Vault

This large room is heaped with gold and jewels and overflowing chests of loot.

Paranoid adventurers may believe that the piles of treasure are illusory, but in fact, they are quite real. Annah and Zebulahr felt that stashing a considerable amount of treasure in this room was a small price to pay to trick intruders into thinking that this room was the actual reason for the magical walls and iron golem guards.

The secret door to the east is not only difficult to find (Search check DC 40), but it is covered by a permanent illusion to make it appear to be nothing more than a wall. The illusion is cast at caster level 25; it must be removed or disbelieved before a Search check can be used to find the secret door.

Treasure: The mounds of treasure found here consist of 25,000 sp, 12,000 gp, 1,300 pp, 24,000 gp in gems, and 29,000 gp in art objects. No magical treasure exists here. Although this treasure is not considered part of the Sarwin family holdings, and is indeed not accounted for in any of their books or ledgers, Annah and Zebulahr do not take kindly to its theft (see Concluding the Adventure).

Development: Tiboquoboc has no interest in the treasure in this room (although Alorzulan does stop to scoop a few armloads into his *ring gate* as he passes by). When Arezi stumbled into this room years ago, she was shocked and amazed by the treasure, and fully intended to investigate it further once she finished exploring the area. Tiboquoboc possessed her before she had the chance.

83. Final Passage

This narrow passage opens into a square room to the west.

This passageway seems harmless enough, but in fact represents the final attempt by the ancient Sarwins to protect the Pit of Ubothar from discovery. This area is warded by three separate *forbiddance* spells (placed by a now long-dead hierophant ally of the Sarwins). One *forbiddance* affects the southern passage leading from area 82 to 83. The second one affects area 83 itself. The third one affects the longer passageway from area 83 to area 84. Each spell is cast at caster level 20. These *forbiddance* spells are somewhat different from normal *forbiddance* spells; they are keyed to the Sarwin family line. Any creature not of the Sarwin family takes 12d6 points of damage upon entering the area, with a successful Will save halving the damage. All three *forbiddances* have a password to bypass their effects: "Ubothar must sleep forevermore."

84. The Pit of Ubothar

This room just feels wrong. Your hair stands on end, your eyes hurt, your throat seizes up at the acrid stink, your skin itches and shivers, and even your bones ache. The walls, ceiling, and floor are smooth,

but they are covered completely with a thick black, spongy moss of indeterminate depth; standing on it makes you feel like you're standing on a soft bed, and it almost seems to shift impatiently under your feet. The air seems thick with some sort of gray haze . . . or could it be spores released from the black moss? In any case, the room itself is otherwise empty, except for a yawning void in the center of the floor. The edges of the room pitch down toward it, almost like the inside of a funnel, and as you watch you almost get the impression that the tiny fronds of black moss seem to be undulating softly in its direction.

This is the ultimate destination of Tiboquoboc.

The black moss, while disturbing, is fairly harmless. Characters moving about on it rapidly must make a successful Balance check (DC 20) each round to maintain their footing.

The pit itself is about 20 feet in diameter, and its walls are thick with the slithery moss. Climbing down the side of the pit is extremely difficult (Climb check DC 30); characters who want to explore its stinking depths are advised to use magic.

The Pit of Ubothar drops into the depths of the earth, descending for 500 feet before ending at what appears to be a smooth purple floor. This floor is warm to the touch and feels slightly tremulous as if something nearby were vibrating softly. A character who makes a Spot check (DC 30) while looking at the floor gets the unmistakable impression that it isn't stone at all . . . that it's the tiniest visible portion of something immense buried deep in the ground . . . something like, perhaps, a single huge scale . . . or thumbnail . . .

Development: Once Tiboquoboc reaches this area on Day 5, it takes him only 24 hours to enact the ritual to awaken Ubothar. Alorzulan guards over him during this time, as do any of his other allies who may have survived. Once he enters his ritualistic trance, he cannot rouse himself until it is complete; if his body is slain (or he is forced to vacate it, say, by a successful turn undead check), the ritual is ruined and he is free to defend himself.

CONCLUDING THE ADVENTURE

Assuming the party prevents Tiboquoboc from awakening Ubothar, they have a number of choices. Sarwin has all but been wiped from the map; all that remains are a few terrified villagers and possibly Arezi herself. Do they report the events to the southern nations? Do they try to take over Sarwin Castle as their own lair? Do they try to have the Sarwins resurrected? If she survives, or is brought back to life, Arezi Sarwin takes several days to recover from her years enslaved to Tiboquoboc, but she emerges from the experience focused and determined to rebuild her family's name. Although she was originally chaotic neutral in alignment, over the next several months she slowly grows into a more organized and

What is Ubothar?

The strange purple floor at the bottom of the pit of Ubothar is indeed a tiny portion of the ancient beast. If the characters insist on attacking it, burning it, drilling into it, or otherwise damaging it, you have a number of choices. You can rule that nothing they do seems to have an effect on it, although this seems a bit ham-handed. A better option is to assume that the material has an effective hardness of 20, and heals all damage at the rate of 30 hit points per round. How many hit points it has is up to you.

If you intend to allow the characters to awaken Ubothar, perhaps as a result of their meddling and torment of this tiny exposed section, you need to decide what Ubothar is. Likewise, if Tiboquoboc is successful in his mission to waken the slumbering beast, you need to know its statistics. Don't be afraid to make Ubothar's statistics far in excess of what the characters could hope to take on; the point is that this creature was terrifying enough for a pair of 25th-level wizards to go through all this trouble to make sure it doesn't awaken, most likely because they feared that they couldn't stop it if it did awaken. Using this as a guideline, Ubothar's final CR shouldn't be any less than 28.

Some possible things that Ubothar could be include (but are by no means restricted to) the following options.

- If you have the *Monster Manual II*, Ubothar could be a corpse tearer linnorm, or perhaps a half-fiend mountain giant.
- If you have *Savage Species*, Ubothar could be a 30-headed Colossal purple worm (apply the multiheaded creature template to a purple worm advanced up to Colossal size and 48 Hit Dice).
- If you have the *Fiend Folio*, Ubothar could be the primal century worm (advance the century worm's Hit Dice up to 120 and go from there).
- If you have the *Book of Vile Darkness,* Ubothar might actually be an exiled demon prince or archdevil; you can use Baalzebul's or Demogorgon's statistics as inspiration to build your own exiled fiend.
- The *Epic Level Handbook* contains numerous good candidates for Ubothar; the most appropriate creatures are probably devastation vermin, dream larvas, gibbering orbs, or uvuudaums. You could also create an Ubothar by applying the paragon or pseudonatrual template to something like a colossal scorpion or a behir.
- The d20 *Call of Cthulhu* rules have numerous powerful deities, any one of which could make a memorable stand-in for Ubothar awakened.

repentant lawful neutral. If the PCs have shown great support and help to raise her family from the dead with no demand for recompense, she may even drift toward lawful good.

In any case, she uses much of the resources of the castle to resurrect her mother, father, and siblings, and looks to the player characters for aid and advice. She's quite grateful for all they've done for her, for her family, and for the world; she remembers Tiboquoboc's dreams and visions quite vividly and knows that the awakening of the Thunder Below would be quite terrible. She rewards the PCs as best she can, allowing them their choice of awards from her holdings (tailor what she offers to fit your campaign). Of the four artifacts, she's only willing to let the *book of infinite spells* out of the family; she does not want to give up the *sky key*, the *stasis scepter*, or the *Skytower portal*.

Arezi Sarwin: Female human wizard 3; CR 3; Medium humanoid; HD 3d4+6; hp 13; Init +1; Spd 30 ft.; AC 11, touch 11, flat-footed 10; Base Atk +1; Grp +1; Atk +1 melee (1d3, unarmed strike); Full Atk +1 melee (1d3, unarmed strike); AL CN; SV Fort +3, Ref +2, Will +4; Str 10, Dex 12, Con 14, Int 15, Wis 8, Cha 13.

Skills and Feats: Concentration +8, Decipher Script +8, Diplomacy +3, Knowledge (arcana) +8, Knowledge (nobility and royalty) +8, Spellcraft +13; Iron Will, Scribe Scroll, Skill Focus (Spellcraft), Spell Mastery (*charm person, levitate*).

Wizard Spells Prepared (4/3/2; save DC 12 + spell level): 0—*daze, detect magic, light, read magic;* 1st—*charm person, comprehend languages, unseen servant;* 2nd—*invisibility, levitate.*

Spellbook: 0—*acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue;* 1st—*alarm, charm person, color spray, comprehend languages, detect secret doors, erase, hold portal, identify, sleep, unseen servant;* 2nd—*eagle's splendor, fox's cunning, invisibility, levitate, locate object.*

Possessions: *Heward's handy haversack, wand of charm person* (Caster Level 1, 14 charges).

The matter of Annah and Zebulahr Sarwin also exists. These two epic adventurers were both 25th-level wizards at the time they built Sarwin Castle. They ruled the castle for nearly 50 years after that, before finally growing tired with life on the Material Plane. They retired to other realms at this time, but they did not die. They are both still alive out there, somewhere. If Ubothar awakens, they notice. Their return to the world could be a bad thing or a good thing; who knows what strange changes they've undergone in the last 550 years? It's also possible that the two wizards could return after sensing that their family line has (nearly?) died out, or that someone has stolen some of the artifacts or large stashes of gold from their home. In such a case, player characters had best be ready to do some quick fast talking or even quicker fleeing if the two epic wizards find them to be part of the problem.

If, on the other hand, Tiboquoboc (or even the PCs) awakens the slumbering Ubothar, be prepared for your campaign to shift directions drastically. When the ritual to awaken Ubothar is completed, the ground immediately begins to shake. Anyone still in the castle has only 1 minute to get out before the entire mountainside collapses, destroying the castle in the process as Ubothar hefts it from its back and strides forth into the world. See the sidebar "What is Ubothar?" if this terrible event comes to pass. The awakening of Ubothar can ring in an exciting new chapter in your campaign, but it can just as easily mean its end.